

HERTZ GLOBAL HOLDINGS INC
Form 4
March 02, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRISSORA MARK P

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
225 BRAE BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

PARK RIDGE, NJ 07656

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 02/26/2010 | | M | 431,090 | A (1) 1,225,944 (4) | I | By Mark P. Frissora Revocable Trust |
| Common Stock | 02/26/2010 | | F | 199,811 (2) | D (2) \$ 9.4 1,026,133 (4) | I | By Mark P. Frissora Revocable Trust |
| Common Stock | | | | | 8,289 | D (4) | |
| | | | | | 350,000 | I | |

| | | | | | | | |
|-----------------|--|--|--|-----|--|---|-----------------------------------------------|
| Common Stock | | | | | | | By Jennifer Frissora Revocable Trust |
| Common Stock | | | | 785 | | I | By Daughter |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Performance Stock Units | (3) | 02/26/2010 | | M | 431,090 | (3) | (3) | Common Stock | 431,090 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRISSORA MARK P
225 BRAE BOULEVARD
PARK RIDGE, NJ 07656

Chief Executive Officer

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Mark P.
Frissora

03/02/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares issued in respect of the vesting of the first tranche of Performance Stock Units issued on February 26, 2009.

(2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

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Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in three tranches. The first tranche, consisting of 25% of the grant, vested on February 26, 2010, which was the first anniversary of the date of grant. Vesting was contingent upon (a) Mr. Frissora's continued employment and (b) satisfaction of the consolidated leverage ratio

(3) covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. The second and third tranches will vest on the second and third anniversaries of the date of grant contingent only upon Mr. Frissora's continued employment. The second tranche will consist of 25% of the grant and the third tranche will consist of 50% of the grant.

(4) Includes 8289 shares acquired through Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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