

Edgar Filing: ROOF DONALD C - Form 4

Common Stock 04/30/2012 D 60,081 D (2) 0 D
 (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROOF DONALD C C/O RSC HOLDINGS INC. 6929 E. GREENWAY PARKWAY, SUITE 200 SCOTTSDALE, AZ 85254	X			

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Donald C. Roof 04/30/2012
 **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) Average price of shares sold on transaction date.
 - (2) Disposed of pursuant to a merger agreement between Issuer and United Rentals, Inc. ("URI"). In the merger, each share of Issuer's common stock (and each restricted stock unit) was exchanged for \$10.80 plus 0.2783 shares of URI common stock (with cash paid for

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fractional shares exchanged and rounding down for restricted stock units) having a market value of \$46.68 per share on the effective date of the merger.

- (3) This represents an award of restricted stock units which vested in full on the effective date of the merger. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.