HERTZ GLOBAL HOLDINGS INC

Form 4

March 08, 2010

FORM 4

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

OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

FRISSORA MARK P

HERTZ GLOBAL HOLDINGS INC

(Check all applicable)

Chief Executive Officer

[HTZ]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

below)

225 BRAE BOULEVARD 03/04/2010

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(Instr. 3, 4 and 5)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PARK RIDGE, NJ 07656

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 and

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | | Disposed of (Instr. 3, 4, (A) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------------|------------|------------------|---------|---|-------------------------------|---------|---------------------|--------------------|-----------------|
| Employee Stock Options (right to purchase) | \$ 9.7 | 03/04/2010 | | A | | 740,174 | | <u>(1)</u> | 03/04/2020 | Common Stock |
| Performance Stock Units (right to purchase) | \$ 9.7 | 03/04/2010 | | G(2) | V | | 740,174 | <u>(1)</u> | 03/04/2020 | Common Stock |
| Employee Stock Options (right to purchase) | \$ 9.7 | 03/04/2010 | | G(2) | V | 740,174 | | <u>(1)</u> | 03/04/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | | | |
| FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | X | | Chief Executive Officer | | | | | |

Signatures

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

03/08/2010

**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) The options will vest in four equal annual installments on the first through fourth anniversaries of the grant date. The first installment will become exercisable on March 4, 2011.
- (2) Gifted by the Reporting Person to the Mark P. Frissora Revocable Trust.

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.

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