

HERTZ GLOBAL HOLDINGS INC  
Form 4  
January 07, 2014

**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 \*  
Stuart Robert J

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)  
01/03/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior V.P., Global Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 01/03/2014                           |  | M <sup>(1)</sup>               |   | 26,901  | A  | \$ 12.74  |
|                                 |                                      |  |                                |   |   |  | 36,926  |
| Common Stock                    | 01/03/2014                           |  | S <sup>(1)</sup>               |   | 26,901  | D  | \$ 29.0167  |
|                                 |                                      |  |                                |   |   |  | 10,025  |
| Common Stock                    | 01/03/2014                           |  | M <sup>(1)</sup>               |   | 70,896  | A  | \$ 12.97  |
|                                 |                                      |  |                                |   |   |  | 80,921  |
| Common Stock                    | 01/03/2014                           |  | S <sup>(1)</sup>               |   | 70,896  | D  | \$ 29.0167  |
|                                 |                                      |  |                                |   |   |  | 10,025  |
|                                 | 01/03/2014                           |  | M <sup>(1)</sup>               |   | 49,962  | A  | \$ 9.7  |
|                                 |                                      |  |                                |   |   |  | 59,987  |

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|              |            |                         |        |   |                             |        |   |
|--------------|------------|-------------------------|--------|---|-----------------------------|--------|---|
| Common Stock |            |                         |        |   |                             |        |   |
| Common Stock | 01/03/2014 | <u>S</u> <sup>(1)</sup> | 49,962 | D | \$<br>29.0167<br><u>(2)</u> | 10,025 | D |
| Common Stock | 01/03/2014 | <u>M</u> <sup>(1)</sup> | 23,141 | A | \$ 14.6                     | 33,166 | D |
| Common Stock | 01/03/2014 | <u>S</u> <sup>(1)</sup> | 23,141 | D | \$<br>29.0167<br><u>(2)</u> | 10,025 | D |

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

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(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 or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 12.74   | 01/03/2014                           |  | <u>M</u> <sup>(1)</sup>        | 26,901  | <u>(3)</u> 02/25/2018                                    | Common Stock 26,901   |
| Employee Stock Option (Right to Buy)       | \$ 12.97   | 01/03/2014                           |  | <u>M</u> <sup>(1)</sup>        | 70,896  | <u>(4)</u> 02/28/2018                                    | Common Stock 70,896   |
| Employee Stock Option (Right to Buy)       | \$ 9.7   | 01/03/2014                           |  | <u>M</u> <sup>(1)</sup>        | 49,962  | <u>(5)</u> 03/04/2020                                    | Common Stock 49,962   |
|  | \$ 14.6  | 01/03/2014                           |  | <u>M</u> <sup>(1)</sup>        | 23,141  | <u>(6)</u> 03/01/2021                                    | 23,141  |

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Stuart Robert J<br>225 BRAE BOULEVARD<br>PARK RIDGE, NJ 07656 |               |           | Senior V.P., Global Sales |       |

## Signatures

William Langston, By Power of Attorney on behalf of Robert  
Stuart 01/07/2014

\_\_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) Transaction pursuant to trading plan meeting the requirements of SEC Rule 10b5-1.

This transaction was executed in multiple trades at prices ranging from \$28.75 to \$29.79. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Options to purchase 80,000 shares were issued to the Reporting Person on February 25, 2008. The options vested in four equal annual installments (20,000 per year) on the first through fourth anniversaries of the grant date.

(4) Options to purchase 70,896 shares were issued to the Reporting Person on February 28, 2008. The options vested in four equal annual installments (17,724 per year) on the first through fifth anniversaries of the grant date.

(5) Options to purchase 66,616 shares were issued to the Reporting Person on March 4, 2010. The options vest in four equal annual installments (16,654 per year) on the first through fourth anniversaries of the grant date.

(6) Options to purchase 46,282 shares were issued to the Reporting Person on March 1, 2011. The options vest in four equal annual installments (11,571 per year) on the first through fourth anniversaries of the grant date.

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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