

COHEN PETER A
Form 4
March 08, 2010

FORM 4

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

OMB APPROVAL

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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 *
Ramius LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Essex Rental Corp. [ESSX]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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, \$.0001 par value ⁽¹⁾ ⁽²⁾ | 03/04/2010 | | S | | 21,180 | D | \$ 6 | 955,250 | I | By Ramius Enterprise Master Fund Ltd ⁽³⁾ ⁽⁴⁾ |
| Common Stock, \$.0001 par value ⁽¹⁾ ⁽²⁾ | 03/08/2010 | | S | | 31,770 | D | \$ 6.4 | 923,480 | I | By Ramius Enterprise Master Fund Ltd ⁽³⁾ ⁽⁴⁾ |
| Common Stock, | 03/04/2010 | | S | | 3,830 | D | \$ 6 | 172,770 | I | By Ramius Private |

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| | | | | | | | | |
|--|------------|---|--------|---|--------|-----------|---|--|
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/08/2010 | S | 5,745 | D | \$ 6.4 | 167,025 | I | Select Ltd ⁽⁵⁾ |
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/04/2010 | S | 1,090 | D | \$ 6 | 48,910 | I | By Ramius Private Select Ltd ⁽⁵⁾ |
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/08/2010 | S | 1,625 | D | \$ 6.4 | 47,285 | I | By Ramius Select Equity Fund LP ⁽⁶⁾ |
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/04/2010 | S | 23,900 | D | \$ 6 | 1,078,130 | I | By Ramius Select Equity Fund LP ⁽⁶⁾ |
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/08/2010 | S | 35,860 | D | \$ 6.4 | 1,042,270 | I | By RCG Baldwin, L.P. ⁽⁷⁾ |
| Common Stock, \$0.0001 par value ⁽¹⁾ ⁽²⁾ | 03/08/2010 | S | 35,860 | D | \$ 6.4 | 1,042,270 | I | By RCG Baldwin, L.P. ⁽⁷⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Ramius LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022 | | X | | |
| COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | | X | | See Explanation of Responses |
| STARK MORGAN B C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | | X | | See Explanation of Responses |
| STRAUSS THOMAS W C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | | X | | See Explanation of Responses |
| SOLOMON JEFFREY M C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | | X | | See Explanation of Responses |
| COWEN GROUP, INC. 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022 | | X | | |
| RCG HOLDINGS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022 | | X | | |
| C4S & CO LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory | 03/08/2010 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen | 03/08/2010 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark | 03/08/2010 |
| __Signature of Reporting Person | Date |
| By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss | 03/08/2010 |
| __Signature of Reporting Person | Date |

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