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HERTZ GLOBAL HOLDINGS INC

Form 3

January 09, 2009

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

OMB APPROVAL

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3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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 *

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

 BANK OF AMERICA CORP

(First)

(Month/Day/Year)

HERTZ GLOBAL HOLDINGS INC [HTZ]

/DE/

01/01/2009

(Last)

(Middle)

(Zip)

4. Relationship of Reporting Person(s) to Issuer

Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

BANK OF AMERICA CORPORATE CENTER. 100 N TRYON ST

(Street)

X Director

(give title below) (specify below)

(Check all applicable)

X 10% Owner _Other

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHARLOTTE, NCÂ 28255 (State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(City)

Beneficially Owned (Instr. 4)

2. Amount of Securities

Ownership

4. Nature of Indirect Beneficial

Form:

Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

See footnotes. (1) (2) (3) (4) (5) Ι Common Stock, par value \$0.01 per share 39,156,398

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 4)

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

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial

Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy)	01/02/2007	01/02/2017	Common Stock, par value \$0.01 per share	2,090	\$ 17.39	I	See footnote. (6)
Stock Option (Right to Buy)	05/17/2007	05/17/2017	Common Stock, par value \$0.01 per share	6,474	\$ 21.87	I	See footnote. (6)
Stock Option (Right to Buy)	05/15/2008	05/15/2018	Common Stock, par value \$0.01 per share	38,136	\$ 14.21	I	See footnote. (6)

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Fund Frances		10% Owner	Officer	Othe	
BANK OF AMERICA CORP /DE/					
BANK OF AMERICA CORPORATE CENTER	â v	ÂΧ	â	â	
100 N TRYON ST	АЛ	АЛ	А	A	
CHARLOTTE, NC 28255					

Signatures

/s/ Charles F. Bowman, Senior Vice President 01/09/2009

Explanation of Responses:

**Signature of Reporting Person

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Date

- Bank of America Corporation ("Bank of America") is an indirect beneficial owner of the reported securities. The indirect interest in the reported securities was obtained pursuant to an Agreement and Plan of Merger, dated as of September 15, 2008 (the "Merger Agreement") whereby a wholly owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc. ("Merrill Lynch"). Merrill Lynch is now a wholly owned subsidiary of Bank of America.
- Bank of America through its subsidiaries and affiliates, Merrill Lynch, Merrill Lynch, Pierce, Fenner & Smith Incorporated, ML Hertz (2) Co-Investor, L.P., ML Global Private Equity Fund, L.P. and Merrill Lynch Ventures LP 2001, reports indirect beneficial ownership of 39,156,398 shares of the Issuer's Common Stock.
- (3) The shares of Common Stock are held indirectly by Bank of America through its subsidiaries as follows: ML Hertz Co-Investor, L.P., 3,101,137 shares of Common Stock; ML Global Private Equity Fund, L.P. 32,160,660 shares of Common Stock; Merrill Lynch Ventures

Reporting Owners 2

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LP 2001 3,872,549 shares of Common Stock; and Merrill Lynch, Pierce, Fenner & Smith Incorporated 22,052 shares of Common Stock.

- Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P.,
- (4) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., ML Global Private Equity Fund, L.P. has the right to designate two members to the board of directors of the Issuer.
- The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or (5) otherwise, the Reporting Person is the beneficial owner of the securities covered by this statement except to the extent of its pecuniary interest therein.
- The options were granted to ML Global Private Equity Fund, L.P. as assignee of compensation payable to George Bitar and Robert End (6) for services as directors of the Issuer. Messrs. Bitar and End are both employees of an affiliate of ML Global Private Equity Fund, L.P. Accordingly, Bank of America reports indirect beneficial ownership of 46,700 stock options to buy 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.