

UNITED RENTALS INC /DE
Form 4
December 17, 2008

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 *
**FAIRHOLME CAPITAL
MANAGEMENT LLC**

(Last) (First) (Middle)

**4400 BISCAYNE
BOULEVARD, 9TH FLOOR**

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					8,291,818	I	Footnote (1)
Common Stock					182,730	D (2)	
Common Stock	12/15/2008		J(3)	1,552 D \$ 0	2,535,790	I	Footnote (4)
Common Stock	12/15/2008		S	674 D \$ 6.32	2,535,116	I	Footnote (4) (5)
Common Stock	12/15/2008		S	1,186 D \$ 6.31	2,533,930	I	Footnote (4) (5)

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Common Stock	12/15/2008	J ⁽⁶⁾	15,400	D	\$ 6.22	2,518,530	I	Footnote (4)
Common Stock	12/15/2008	S	300	D	\$ 6.33	2,518,230	I	Footnote (4) (5)
Common Stock	12/15/2008	S	4,100	D	\$ 6.32	2,514,130	I	Footnote (4) (5)
Common Stock	12/15/2008	S	1,061	D	\$ 6.31	2,513,069	I	Footnote (4) (5)
Common Stock	12/15/2008	S	6,700	D	\$ 6.33	2,506,369	I	Footnote (4) (5)
Common Stock	12/15/2008	S	162	D	\$ 6.34	2,506,207	I	Footnote (4) (5)
Common Stock	12/16/2008	S	13,138	D	\$ 6.4	2,493,069	I	Footnote (4) (5)
Common Stock	12/16/2008	J ⁽⁶⁾	2,900	D	\$ 6.46	2,490,169	I	Footnote (4)
Common Stock	12/16/2008	S	4,400	D	\$ 6.48	2,485,769	I	Footnote (4) (5)
Common Stock	12/17/2008	J ⁽⁶⁾	4,700	D	\$ 7.43	2,481,069	I	Footnote (4)
Common Stock	12/17/2008	S	1,846	D	\$ 7.37	2,479,223	I	Footnote (4) (5)
Common Stock	12/17/2008	S	3,721	D	\$ 7.72	2,475,502	I	Footnote (4) (5)
Common Stock	12/17/2008	S	18,392	D	\$ 7.42	2,457,110	I	Footnote (4) (5)
Common Stock	12/17/2008	S	60,334	D	\$ 7.44	2,396,776	I	Footnote (4) (5)
Common Stock	12/17/2008	J ⁽⁶⁾	2,000	D	\$ 7.77	2,394,776	I	Footnote (4)

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 (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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(5) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.

The securities were held in a managed account managed by Fairholme pursuant to an investment management agreement that was

(6) terminated. Accordingly, Fairholme and Mr. Berkowitz are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.

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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