

HERTZ GLOBAL HOLDINGS INC
Form 4
October 09, 2008

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 *
MERRILL LYNCH & CO INC

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2008

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

4 WORLD FINANCIAL CENTER

(Street)

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

NEW YORK, NY 10080

(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	10/06/2008		S	563 ⁽¹⁾ D \$ 6.39	39,148,921 _{(2) (3) (4) (5) (6) (7)}	I	See footnotes _{(2) (3) (4) (5) (6) (7)}
Common Stock	10/07/2008		P	563 ⁽¹⁾ A \$ 6.259	39,149,484 _{(2) (3) (4) (5) (7) (8)}	I	See footnotes _{(2) (3) (4) (5) (7) (8)}

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

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SEC 1474 (9-02)

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(5) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. See footnote 3.

(6) 21,489 shares are owned directly by MLPFS.

Pursuant to the Stockholders 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.,

(7) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.

(8) 22,052 shares are owned directly by MLPFS.

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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