

RSC Holdings Inc.
Form 4
August 24, 2009

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 *
RSC Acquisition II LLC

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C., ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, no par value per share	08/24/2009		J ⁽¹⁾		12,938,960	D	\$ 0
					2,587,612	D ⁽²⁾	

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

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- (1) The reported shares were disposed of without consideration in a pro rata distribution by RSC Acquisition II LLC.

RSC Acquisition II LLC is a limited liability company that is managed by RP II GP, LLC. The sole member of RP II GP, LLC is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partners, Inc. Timothy Collins, as the president and sole

- (2) shareholder of Collins Family Partners, Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by RSC Acquisition II LLC. However, pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended, Mr. Collins disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest in such shares.

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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