

UNITED RENTALS INC /DE
Form 4
August 27, 2007

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 *
BRADLEY S JACOBS

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O UNITED RENTALS, INC., FIVE GREENWICH OFFICE PARK

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2007

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

(Street)
GREENWICH, CT 06830

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

(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	Price	
Common Stock	08/23/2007		X ⁽¹⁾⁽²⁾		400,000	A \$ 10	1,811,281 D
Common Stock	08/23/2007		D ⁽¹⁾⁽²⁾		124,128	D \$ 32.225	1,687,153 D
Common Stock	08/23/2007		X ⁽¹⁾⁽³⁾		3,271,000	A \$ 10	3,771,000 I By LLC.
Common Stock	08/23/2007		D ⁽¹⁾⁽³⁾		1,015,051	D \$ 32.225	2,755,949 I By LLC.

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- Mr. Jacobs indirectly held warrants to purchase 3,271,000 shares of common stock at \$10.00 a share, and exercised all of these warrants on a cashless basis. As a result, 1,015,051 shares of common stock otherwise deliverable upon the exercise of the warrant, representing the aggregate purchase price of \$32,710,000.00 were withheld to pay the aggregate purchase price of the 3,271,000 shares purchased. The withholding of these shares was deemed to be a disposition to United Rentals, Inc., pursuant to Rule 16b-3(e).
- (3)
- (4) Determined in accordance with the terms of the warrants, and represents the average of the high and low sale prices of United Rentals, Inc. common stock on August 23, 2007.

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.