

Preotle Jill C.
Form 4
April 19, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Preotle Jill C.

(Last) (First) (Middle)

C/O ZIPCAR, INC., 25 FIRST
STREET, 4TH FLOOR

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/19/2011		C		250,000	A	\$ 0 264,396
Common Stock	04/19/2011		C		30,000	A	\$ 0 294,396
Common Stock	04/19/2011		C		53,571	A	\$ 0 347,967
Common Stock	04/19/2011		C		21,983	A	\$ 0 369,950
Common Stock	04/19/2011		C		62,473	A	\$ 0 432,423

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

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SEC 1474
(9-02)

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount of Number of Shares
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	04/19/2011		C	250,000	<u>(1)</u> <u>(2)</u>	Common Stock 250,000
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	04/19/2011		C	30,000	<u>(1)</u> <u>(2)</u>	Common Stock 30,000
Series C Redeemable Convertible Preferred Stock	<u>(3)</u>	04/19/2011		C	53,571	<u>(3)</u> <u>(2)</u>	Common Stock 53,571
Series D Redeemable Convertible Preferred Stock	<u>(4)</u>	04/19/2011		C	21,983	<u>(4)</u> <u>(2)</u>	Common Stock 21,983
Series E Redeemable Convertible Preferred Stock	<u>(5)</u>	04/19/2011		C	62,473	<u>(5)</u> <u>(2)</u>	Common Stock 62,473

Reporting Owners

Reporting Owner Name / Address Relationships

Preotle Jill C.
C/O ZIPCAR, INC.
25 FIRST STREET, 4TH FLOOR
CAMBRIDGE, MA 02141

Signatures

/s/ Jill C. Preotle 04/19/2011

****Signature of** _____ **Date** _____
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Each share of Series B Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
- (2) Not applicable.
- (3) Each share of Series C Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
- (4) Each share of Series D Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
- (5) Each share of Series E Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

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.