

HERTZ GLOBAL HOLDINGS INC

Form 4

March 27, 2014

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 *
Taride Michel

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)

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

HERTZ HOUSE, 11 VINE STREET

03/01/2014

Group President RAC Internatio

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

UXBRIDGE,
MIDDLESEX, X0 UB8 1QE

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/25/2014		M		9,777	A	<u>(1)</u>	143,794	D	
Common Stock	03/25/2014		F		<u>4,496</u> ⁽²⁾	D	\$ 26.2	139,198	D	
Common Stock	03/25/2014		M		6,348	A	<u>(3)</u>	145,546	D	
Common Stock	03/25/2014		F		<u>2,984</u> ⁽²⁾	D	\$ 26.2	142,562	D	
Common Stock	03/25/2014		M		15,565	A	<u>(4)</u>	158,218	D	

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Common Stock 03/25/2014 F 7,316
(2) D \$ 26.2 150,902 D

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	Title Amount or Number of Shares
Performance Stock Units	(1)	03/25/2014		M	9,777	(1) (1)	Common Stock 9,777
Performance Stock Units	(3)	03/25/2014		M	6,348	(3) (3)	Common Stock 6,348
Performance Stock Units	(4)	03/25/2014		M	15,565	(4) (4)	Common Stock 15,565

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Taride Michel
HERTZ HOUSE
11 VINE STREET
UXBRIDGE, MIDDLESEX, X0 UB8 1QE

Group President RAC Internatio

Signatures

William Langston, By Power of Attorney on behalf of Michel Taride

03/27/2014

**Signature of Reporting Person

Date

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).

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013 - 2014. The Performance Stock Units vest in three tranches, with 33 1/3%

(1) of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013 - 2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

(2) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

(3)

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2012 and the amount of Performance Stock Units eligible for vesting was based on achievement of financial

(4) performance goals during combined 2012 - 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

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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