

HERTZ GLOBAL HOLDINGS INC

Form 4

June 20, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clayton Dubilier & Rice Fund VII L
P

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)

1403 FOULK ROAD, SUITE 106

(Street)

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

06/18/2007

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

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

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

WILMINGTON, DE 19803

(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	06/18/2007		S		11,195,934	D	\$ 21.47
							38,455,598
							D ⁽¹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clayton Dubilier & Rice Fund VII L P 1403 FOULK ROAD, SUITE 106 WILMINGTON, DE 19803		X		
CD&R Associates VII, Ltd. 1403 FOULK ROAD, SUITE 106 WILMINGTON, DE 19803		X		
CD&R Associates VII, L.P. 1403 FOULK ROAD, SUITE 106 WILMINGTON, DE 19803		X		
CD&R Investment Associates VII, Ltd. P.O. BOX 309GT, UGLAND HOUSE GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		

Signatures

Clayton, Dublier & Rice Fund VII, L.P. By: CD&R Associates VII, Ltd., its general partner By: Theresa A. Gore	06/20/2007
_____ **Signature of Reporting Person	Date
CD&R Associates VII, Ltd. By: Theresa A. Gore	06/20/2007
_____ **Signature of Reporting Person	Date
CD&R Associates VII, L.P. By: CD&R Investments Associates VII, Ltd., its general partner By: Theresa A. Gore	06/20/2007
_____ **Signature of Reporting Person	Date
CD&R Investment Associates VII, Ltd. By: Theresa A. Gore	06/20/2007
_____ **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).

The Reporting Person is a partnership of which CD&R Associates VII, Ltd. is the general partner, which is a wholly-owned subsidiary of

- (1) CD&R Associates VII, L.P., of which CD&R Investment Associates VII, Ltd. is the general partner. Each of the reporting owners disclaims beneficial ownership of these securities.

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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