

CASE STEPHEN M

Form 4

August 30, 2012

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 *
CASE STEPHEN M

(Last) (First) (Middle)

1717 RHODE ISLAND AVENUE,
N.W., 10TH FLOOR

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2012

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	08/28/2012		P		255,311	A	\$ 7.75	1,000,000	I	See Footnote (1)
Common Stock								6,352,175	I	See Footnote (2)
Common Stock								250,000	I	See Footnote (3)
Common Stock								250,000	I	See Footnote

(4)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				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
CASE STEPHEN M 1717 RHODE ISLAND AVENUE, N.W. 10TH FLOOR WASHINGTON, DC 20036	X	X		

Signatures

/s/ SONG H. PAK, attorney-in-fact for Stephen M.
Case

08/30/2012

__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).

- (1) Shares held directly by the Stephen M. Case Revocable Trust under agreement, dated December 17, 1998, as amended (the "Trust"). Mr. Case serves as the sole trustee of the Trust and has the sole power to direct the vote and disposition of the shares held by the Trust.
- (2) Shares held directly by Revolution Living LLC ("RL"), an entity controlled by Mr. Case. Mr. Case is the Chairman, Chief Executive Officer and President of RL and has the sole power to direct the vote and disposition of the shares held by RL.

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- (3) Shares held directly by Revolution Living II LLC ("RL II"), a wholly-owned subsidiary of RL. Mr. Case is the Chairman, Chief Executive Officer and President of RL and RL II and has the sole power to direct the vote and disposition of the shares held by RL II.
- (4) Shares held directly by Revolution Living III LLC ("RL III"), a wholly-owned subsidiary of RL. Mr. Case is the Chairman, Chief Executive Officer and President of RL and RL III and has the sole power to direct the vote and disposition of the shares held by RL III.

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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