

BRADLEY S JACOBS
Form SC 13G
January 21, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d - 102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) UNDER THE SECURITIES
EXCHANGE ACT OF 1934
(Amendment No. 5)**

UNITED RENTALS, INC.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of class of securities)

911363 10 9

(CUSIP number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bradley S. Jacobs

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) "
(b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

9,542,693

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

9,542,693

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,542,693

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.32%

12. TYPE OF REPORTING PERSON*

IN

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Item 1(a). Name of Issuer:

United Rentals, Inc. (the Company)

Item 1(b). Address of Issuer's Principal Executive Offices:

Five Greenwich Office Park, Greenwich, Connecticut 06830

Item 2(a). Name of Person Filing:

Bradley S. Jacobs

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o United Rentals, Inc. Five Greenwich Office Park Greenwich, Connecticut 06830

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

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Item 3. Identification of Persons filing pursuant to Rules 13d-1(b), or 13d-2(b) or (c):

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

Bradley S. Jacobs (a founder of the Company and its Chairman and Chief Executive Officer) beneficially owns (as of December 31, 2002) an aggregate of 9,542,693 shares of Common Stock. These shares are comprised of (i) 1,892,693 outstanding shares held by Mr. Jacobs or by limited liability companies which he controls (including 800,000 restricted shares subject to vesting), (ii) 5,000,000 shares that may be acquired pursuant to currently exercisable warrants held by Mr. Jacobs or by limited liability companies which he controls and (iii) 2,650,000 shares that may be acquired pursuant to currently exercisable options held by Mr. Jacobs.

(b) Percent of Class

11.32%

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

9,542,693

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

9,542,693

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certifications:

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 15, 2003

/s/ Bradley S. Jacobs

Bradley S. Jacobs