

HERTZ GLOBAL HOLDINGS INC
Form 4
October 26, 2010

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 *
BANK OF AMERICA CORP /DE/

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)
01/24/2008

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

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

(Street)

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

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

CHARLOTTE, NC 28255

(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)
Common Stock	01/24/2008		S	100 D	\$ 13.07 39,141,111 (3) (5) (6) (9) (10)	I	See Footnotes (1) (27) (28)
Common Stock	01/24/2008		S	600 D	\$ 12.711 39,140,511 (3) (5) (6) (9) (11)	I	See Footnotes (1) (27) (28)
Common Stock	12/28/2009		S	720 (2) D	\$ 12.38 39,176,337 (3) (4) (5) (6) (12)	I	See Footnotes (1) (27) (28)

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Common Stock	01/06/2010	S	29 <u>(2)</u>	D	\$ 11.6609	39,176,308 <u>(3) (4) (5) (6)</u> <u>(13)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/07/2010	P	29 <u>(2)</u>	A	\$ 11.62	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/19/2010	P	839 <u>(2)</u>	A	\$ 11.9714	39,177,176 <u>(3) (4) (5) (6)</u> <u>(14)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/20/2010	S	839 <u>(2)</u>	D	\$ 11.6817	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/22/2010	S	566 <u>(2)</u>	D	\$ 11.3609	39,175,771 <u>(3) (4) (5) (6)</u> <u>(15)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/26/2010	P	327 <u>(2)</u>	A	\$ 10.7391	39,176,098 <u>(3) (4) (5) (6)</u> <u>(16)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/26/2010	P	239 <u>(2)</u>	A	\$ 10.81	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/18/2010	P	720 <u>(2)</u>	A	\$ 11.1183	39,177,057 <u>(3) (4) (5) (6)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/22/2010	P	24 <u>(2)</u>	A	\$ 10.97	39,177,081 <u>(3) (4) (5) (6)</u> <u>(18)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/22/2010	S	24 <u>(2)</u>	D	\$ 10.94	39,177,057 <u>(3) (4) (5) (6)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/25/2010	A	1,368 <u>(7)</u>	A	\$ 0	39,178,425 <u>(5) (6) (8) (17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	S	1,900 <u>(2)</u>	D	\$ 9.9	39,176,525 <u>(3) (5) (6) (8)</u> <u>(19)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	P	1,500 <u>(2)</u>	A	\$ 9.9035	39,178,025 <u>(3) (5) (6) (8)</u> <u>(20)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	P	400 <u>(2)</u>	A	\$ 9.9002	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/09/2010	P	200 <u>(2)</u>	A	\$ 9.92	39,178,625 <u>(3) (5) (6) (8)</u>	I	See Footnotes

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						(21)		(1) (27) (28)
Common Stock	03/11/2010	S	200 <u>(2)</u>	D	\$ 9.7818	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/18/2010	S	261 <u>(2)</u>	D	\$ 9.7817	39,178,164 <u>(3) (5) (6) (8)</u> <u>(22)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/19/2010	P	261 <u>(2)</u>	A	\$ 9.5182	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/22/2010	S	64 <u>(2)</u>	D	\$ 9.5418	39,178,361 <u>(3) (5) (6) (8)</u> <u>(23)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/25/2010	P	64 <u>(2)</u>	A	\$ 10.06	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	100 <u>(2)</u>	A	\$ 9.9575	39,178,525 <u>(3) (5) (6) (8)</u> <u>(24)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	1,600 <u>(2)</u>	A	\$ 9.9599	39,180,125 <u>(3) (5) (6) (8)</u> <u>(25)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	300 <u>(2)</u>	A	\$ 9.96	39,180,425 <u>(3) (5) (6) (8)</u> <u>(26)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/31/2010	S	2,000 <u>(2)</u>	D	\$ 10.0901	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>

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)	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... Repo... Trans... (Instr...
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- (12) 18,032 shares are owned by MLPFS.
- (13) 18,003 shares are owned by MLPFS.
- (14) 18,871 shares are owned by MLPFS.
- (15) 17,466 shares are owned by MLPFS.
- (16) 17,793 shares are owned by MLPFS.
- (17) 18,752 shares are owned by MLPFS.
- (18) 18,776 shares are owned by MLPFS.
- (19) 16,852 shares are owned by MLPFS.
- (20) 18,352 shares are owned by MLPFS.
- (21) 18,952 shares are owned by MLPFS.
- (22) 18,491 shares are owned by MLPFS.
- (23) 18,688 shares are owned by MLPFS.
- (24) 18,852 shares are owned by MLPFS.
- (25) 20,452 shares are owned by MLPFS.
- (26) 20,752 shares are owned by MLPFS.

- Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz
- (27) Co-Investor LLC, MLPFS and MLGPEI (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

- Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P.,
- (28) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC-Hertz Partners, L.P. and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.

Remarks:

This is the first of two filings on Form 4 by the Reporting Persons.

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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