MCKINNEY JOHN S

Form 4

October 29, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCKINNEY JOHN S

2. Issuer Name and Ticker or Trading Symbol

09/29/2006

5. Relationship of Reporting Person(s) to

Issuer

UNITED RENTALS INC /DE [URI]

(Check all applicable)

(Last)

(First)

(Middle)

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

X_ Director Officer (give title below)

10% Owner Other (specify

C/O UNITED RENTALS. INC.. FIVE GREENWICH OFFICE

(Street)

PARK

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

GREENWICH, CT 06831

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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 number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	(D)	ired r osed of : 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
6 1/2% Convertible Quarterly Income Preferred Securities (1)	(2)	09/29/2006		J			1,800	<u>(1)</u>	07/31/2028	Common Stock	2,063 (2)
6 1/2% Convertible Quarterly Income Preferred Securities (1)	<u>(2)</u>	11/30/2006		J			288	<u>(1)</u>	07/31/2028	Common Stock	330 (2)
6 1/2% Convertible Quarterly Income Preferred Securities (1)	(3)	10/27/2010		S			3,312	<u>(1)</u>	07/31/2028	Common Stock	4,037 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
MCKINNEY JOHN S C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831	X						

Signatures

/s/ Jonathan M. Gottsegen,
attorney-in-fact 10/29/2010

**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).

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- (1) These securities were issued by a subsidiary trust of United Rentals, Inc. and exercisable upon acquisition.
- Each share is convertible into shares of common stock of United Rentals, Inc. at the rate of 1.14593 shares of common stock for each preferred security (equivalent to a conversion price of \$43.6325 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.
 - In July of 2008, the conversion price was adjusted such that each share is convertible into shares of common stock of United Rentals, Inc.
- (3) at the rate of 1.219 shares of common stock for each preferred security (equivalent to a conversion price of \$41.02 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.
- (4) Redemption by the issuer pursuant to the terms of the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.