

HERTZ GLOBAL HOLDINGS INC
Form 4
June 20, 2007

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 *
ML Hertz Co-Investor, 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)
4 WORLD FINANCIAL CENTER,
23RD FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2007

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

NEW YORK, NY 10080

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

(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 | 06/18/2007 | | S | V Amount (D) Price 902,863 D \$ 21.47 | 3,101,137 | D ⁽¹⁾ | |

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)

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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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | Title | Amount or Number of Shares | |
| | | | | | | Date Exercisable | Expiration Date | | |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ML Hertz Co-Investor, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | | X | | |
| ML Hertz Co-Investor GP, L.L.C. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | | X | | |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |

Signatures

| | |
|---|------------|
| ML Hertz Co-Investor, L.P. By: ML Hertz Co-Investor GP, LLC By: ML Global Private Equity Fund, L.P., its sole member By: MLGPE Ltd., its general partner By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| ML Hertz Co-Investor GP, L.L.C. By: ML Global Private Equity Fund, L.P., its sole member By: MLGPE Ltd., its general partner By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| MLGPE LTD. By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch GP, Inc. By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch Group, Inc. By: Frank Marinaro | 06/20/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch & Co., Inc. By: Frank Marinaro | 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 ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is ML Global Private Equity Fund, L.P., a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

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.