### HERTZ GLOBAL HOLDINGS INC

Form 4

November 12, 2008

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

**OMB** Number:

3235-0287

January 31, 2005

Estimated average

response...

Expires:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

burden hours per 0.5

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

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 \* MERRILL LYNCH & CO INC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HERTZ GLOBAL HOLDINGS INC [HTZ]

(Check all applicable)

(Last) (First) (Middle)

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

\_X\_\_ Director Officer (give title below)

\_X\_\_ 10% Owner \_ Other (specify

**4 WORLD FINANCIAL CENTER** 

11/04/2008

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10080

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	11/04/2008		P	1,000 (1)	A	\$ 7.07	39,149,386 (2) (3) (4) (5) (6) (7)	I	See footnotes (2) (3) (4) (5) (6) (7)
Common Stock	11/04/2008		P	98 (1)	A	\$ 7.36	39,149,484 (2) (3) (4) (5) (7) (8)	I	See footnotes (2) (3) (4) (5) (7) (8)
Common Stock	11/05/2008		S	5,700 (1)	D	\$ 7.5395	39,143,784 (2) (3) (4) (5) (7) (9)	I	See footnotes (2) (3) (4) (5) (7) (9)

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Common Stock	11/05/2008	P	5,700 (1)	A	\$ 7.5705	$\begin{array}{c} 39,149,484 \\ \underline{(2)} \ \underline{(3)} \ \underline{(4)} \ \underline{(5)} \ \underline{(7)} & I \end{array}$	footnotes (2) (3) (4) (5) (7) (8)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		10% Owner	Officer	Other				
RRILL LYNCH & CO INC ORLD FINANCIAL CENT V YORK, NY 10080	ER X	X						
ORLD FINANCIAL CENT	ER X	X						

# **Signatures**

Merrill Lynch & Co. Inc. By: Frank 11/11/2008 Marinaro

> \*\*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).
- Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned **(1)** subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.

**(2)** 

Reporting Owners 2

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The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.

- 32,153,746 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), 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 ML&Co., Inc.
- (4) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (5) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. See footnote 3.
- (6) 21,954 shares are owned directly by MLPFS.
  - Pursuant to the Stockholders 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.,
- (7) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.
- (8) 22,052 shares are owned directly by MLPFS.
- (9) 16,352 shares are owned directly by MLPFS.

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.