

HERTZ GLOBAL HOLDINGS INC

Form 4

April 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Srinivasan Naren B

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)
999 VANDERBILT BEACH ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr VP, Global Strat & Corp Dev

NAPLES, FL 34108

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 04/01/2015 | | M | | 4,571 | A \$ 0 ⁽³⁾ | 24,581 ⁽¹⁾ D |
| Common Stock | 04/01/2015 | | F | | 1,223 ⁽²⁾ | D \$ 22.15 | 23,358 ⁽¹⁾ D |

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

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information contained in this form are not
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SEC 1474
(9-02)

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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) (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 or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Price Vesting Units | (3) | 04/01/2015 | | M | 4,571 | (3) (3) | Common Stock | 4,571 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Srinivasan Naren B 999 VANDERBILT BEACH ROAD NAPLES, FL 34108 | Sr VP, Global Strat & Corp Dev |

Signatures

William Langston, By Power of Attorney on behalf of Naren B. Srinivasan 04/02/2015

__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).

- (1) Includes 1,302 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, 651 of which will vest on July 31, 2015 and July 31, 2016.
- (2) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

- (3) Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches upon the certification of achievement of the performance criteria by the Compensation Committee following each of the third and fourth anniversaries of the date of grant. The first tranche vested upon certification by the Compensation Committee on March 31, 2015 that the average of the closing prices of HTZ shares on the 20 trading days ending on March 6, 2015 was greater than \$16.5899.

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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