Boyd Lois Irene Form 4/A November 17, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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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 A Boyd Lois I	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERTZ GLOBAL HOLDINGS INC [HTZ]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)  225 BRAE	(First) (BOULEVARD	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2009					Director 10% Owner Senior Vice President				
F				4. If Amendment, Date Original Filed(Month/Day/Year) 11/16/2009				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	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	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	11/13/2009			M	27,500	A (1)	<u>(1)</u>	32,198 (4)	D		
Common Stock	11/13/2009			F	10,574 (2)	D (2)	\$ 9.79	21,624 (4)	D		

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

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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	<u>(3)</u>	11/13/2009		M	27,500	(3)	(3)	Common Stock	27,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Boyd Lois Irene

225 BRAE BOULEVARD Senior Vice President

PARK RIDGE, NJ 07656

### **Signatures**

Stuart M. Geschwind, By Power of Attorney on behalf of Lois
Boyd

11/17/2009

\*\*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) Represents shares issued to the reporting person in respect of the vesting of the first tranche of Performance Stock Units issued on November 13, 2008.
- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.
  - Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in two equal tranches. The first tranche vested on November 13, 2009, which was the first anniversary of the date of grant. Vesting was
- (3) contingent upon (a) the Recipient's continued employment and (b) satisfaction of the consolidated leverage ratio covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. The second tranche will vest on the second anniversary of the date of grant contingent only upon the Recipient's continued employment.
- (4) Includes 4698 shares acquired through Employee Stock Purchase Plan.

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.

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