## Edgar Filing: BAKER LEIGHANNE G - Form 4

	GHANNE G										
Form 4	6 2010										
November 16, 2010									OMB APPROVAL		
	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940						e Act of 1934, 1935 or Sectior	Expires:January 31200Estimated averageburden hours perresponse0.				
(Print or Type F	Responses)										
BAKER LEIGHANNE G Syn HE			Symbol	ERTZ GLOBAL HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
225 BRAE BOULEVARD (Month/I 11/13/2 (Street) 4. If Amo			3. Date of Earliest Transaction (Month/Day/Year) 11/13/2010					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President and CHRO			
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PARK RID	GE, NJ 07656							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed of,	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code	4. Securit on(A) or Dis (Instr. 3, 4	sposed	l 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	11/13/2010			Code V M	Amount 40,000	(D) A (1)	Price ( <u>1)</u>	101,836 <u>(4)</u>	D		
Common Stock	11/13/2010			F	16,390 (2)	D (2)	\$ 12.02	85,446 <u>(4)</u>	D		

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

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.

## Edgar Filing: BAKER LEIGHANNE G - Form 4

 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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>	11/13/2010		М	40,000	(3)	(3)	Common Stock	40,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
BAKER LEIGHANNE G 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Senior Vice President and CH	RO		
Signatures						
Stuart M. Geschwind, By Powe	er of Atto	rney on beha	lf of Leighanne G.	11/1//0010		

Baker <u>\*\*</u>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 second 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 vested in two tranches on the first and second anniversaries of the date of grant. Vesting of the first tranche was contingent upon (a) the

- (3) 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. Vesting of the second tranche was contingent only upon the Recipient's continued employment.
- (4) Includes 8528 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.