

Olsson Erik  
Form 4  
May 01, 2012

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Olsson Erik

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E.  
GREENWAY PARKWAY, SUITE  
200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/30/2012                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>(1) 85,200<br>Price<br>(4) 0                 |                                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/30/2012                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>(2) 75,800<br>Price<br>(5) 0                 |                                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/30/2012                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>(3) 52,700<br>Price<br>(6) 0                 |                                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/30/2012                              |                                                             | D                                       | (A)<br>or<br>(D)<br>Amount<br>(2) 46,900<br>Price<br>(7) 0                 |                                                                                                                    | 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.**

SEC 1474  
(9-02)

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options                     | \$ 6.52                                                | 04/30/2012                           |                                                    | D                              | 3,367                                                                                   | 04/30/2012 12/04/2016                                    | Common Stock 3,367 <sup>(8)</sup>                             |
| Employee Stock Options                     | \$ 10                                                  | 04/30/2012                           |                                                    | D                              | 56,300                                                                                  | 04/20/2014 04/20/2020                                    | Common Stock 56,300 <sup>(9)</sup>                            |
| Employee Stock Options                     | \$ 12                                                  | 04/30/2012                           |                                                    | D                              | 56,300                                                                                  | 04/20/2014 04/20/2020                                    | Common Stock 56,300 <sup>(9)</sup>                            |
| Employee Stock Options                     | \$ 14                                                  | 04/30/2012                           |                                                    | D                              | 56,300                                                                                  | 04/20/2014 04/20/2020                                    | Common Stock 56,300 <sup>(9)</sup>                            |
| Employee Stock Options                     | \$ 16                                                  | 04/30/2012                           |                                                    | D                              | 32,400                                                                                  | 04/20/2015 04/20/2021                                    | Common Stock 32,400 <sup>(9)</sup>                            |
| Employee Stock Options                     | \$ 17                                                  | 04/30/2012                           |                                                    | D                              | 35,000                                                                                  | 04/20/2015 04/20/2021                                    | Common Stock 35,000 <sup>(9)</sup>                            |
| Employee Stock Options                     | \$ 18                                                  | 04/30/2012                           |                                                    | D                              | 37,600                                                                                  | 04/20/2015 04/20/2021                                    | Common Stock 37,600 <sup>(9)</sup>                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

|          |           |                   |       |
|----------|-----------|-------------------|-------|
| Director | 10% Owner | Officer           | Other |
| X        |           | President and CEO |       |

Olsson Erik  
C/O RSC HOLDINGS INC.  
6929 E. GREENWAY PARKWAY, SUITE 200  
SCOTTSDALE, AZ 85254

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Erik  
Olsson

05/01/2012

\_\_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) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 127,800 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2012. As a result of the merger between United Rentals, Inc. ("URI") and Issuer, 85,200 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(2) This represents an award of time based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. The original service vesting schedule shall continue to apply to these restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(3) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 79,050 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2013. As a result of the merger, 52,700 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 43,971 shares of URI common stock.

(5) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 39,120 shares of URI common stock.

(6) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 27,198 shares of URI common stock.

(7) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 24,205 shares of URI common stock.

(8) The vesting of the option was accelerated as of the closing of the merger.

(9) The original vesting schedule continues to apply to the option subject to "double-trigger" accelerated vesting if the reporting person is either involuntary terminated or constructively terminated following the merger.

(10) This option was assumed by URI in the merger and replaced with an option to purchase 1,737 shares of URI common stock for \$12.64 per share.

(11) This option was assumed by URI in the merger and replaced with an option to purchase 29,056 shares of URI common stock for \$19.38 per share.

(12) This option was assumed by URI in the merger and replaced with an option to purchase 29,056 shares of URI common stock for \$23.26 per share.

(13) This option was assumed by URI in the merger and replaced with an option to purchase 29,056 shares of URI common stock for \$27.13 per share.

(14)

## Edgar Filing: Olsson Erik - Form 4

This option was assumed by URI in the merger and replaced with an option to purchase 16,721 shares of URI common stock for \$31.01 per share.

(15) This option was assumed by URI in the merger and replaced with an option to purchase 18,063 shares of URI common stock for \$32.94 per share.

(16) This option was assumed by URI in the merger and replaced with an option to purchase 19,405 shares of URI common stock for \$34.88 per share.

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.