

UNITED RENTALS INC /DE  
Form 4  
December 05, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROOF DONALD C

(Last) (First) (Middle)

C/O UNITED RENTALS, INC., 100  
FIRST STAMFORD PLACE - STE  
700

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

12/03/2013

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)

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 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 Indirect Ownership (Instr. 4)                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 12/03/2013                           |  | J                              |   | 10,000 D \$ 0 5,561 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 12/03/2013                           |  | J                              |   | 10,000 A \$ 0 10,000  | I  | By Donald and Patricia Roof Family Limited Partnership II |
| Common Stock                    | 12/03/2013                           |  | G                              |   | 1,500 <sup>(2)</sup> D \$ 0 8,500 <sup>(3)</sup>  | I  | By Donald and Patricia Roof Family                        |

Limited Partnership II

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.**

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ROOF DONALD C  
C/O UNITED RENTALS, INC.  
100 FIRST STAMFORD PLACE - STE 700  
STAMFORD, CT 06902 X

## Signatures

/s/ Jonathan M. Gottsegen,  
attorney-in-fact

12/05/2013

\_\_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).

Represents the number of shares beneficially owned directly by the reporting person, less 10,000 shares held by the Donald and Patricia (1) Roof Family Limited Partnership II that were previously reported as, but will no longer be reported as, directly held. This was not an actual transfer of shares, but a change in the method of reporting from direct to indirect ownership.

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- Represents a transfer of shares of common stock from the Donald and Patricia Roof Family Limited Partnership II to the Roof Family Foundation, Inc. The reporting person disclaims beneficial ownership of such transferred shares. The reporting person previously reported shares held by the Roof Family Foundation, Inc. as indirectly held by him, but such shares will no longer be reported because the Roof Family Foundation, Inc. is a 501(c)(3) charitable organization in which the reporting person can have no pecuniary interest.
- (2) Following this transaction, Mr. Roof retains a substantial ownership position in Company securities and his ownership currently satisfies the Company's stock ownership guidelines for non-management directors.
  - (3)

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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