

Sider Scott P
Form 4
March 01, 2011

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 *
Sider Scott P

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)
225 BRAE BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

PARK RIDGE, NJ 07656

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code V | Amount | Price | | |
| Common Stock | 02/26/2011 | | F | 7,270 (1) | \$ (1) 15.14 | D | |
| | | | | | 80,804 | | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
| Performance Stock Units | (2) | 02/28/2011 | | A | 54,291 | (2) (2) | Common Stock | 54,291 |
| Employee Stock Options (right to purchase) | \$ 14.6 | 03/01/2011 | | A | 110,759 | (3) 03/01/2021 | Common Stock | 110,759 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sider Scott P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | | | Executive Vice President | |

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Scott Sider

03/01/2011

__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) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units.

(2) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance units vest in three tranches, contingent upon the Recipient's continued employment. The first and second tranches will each consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first tranche will vest on March 4, 2011, the second tranche will vest on March 4, 2012 and the third tranche will vest on March 4, 2013.

(3) The options will vest in four equal installments on the first through fourth anniversaries of the grant date. The first installment will become exercisable on March 1, 2012.

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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