

Kapur Jatindar
Form 4
May 10, 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 *
Kapur Jatindar

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)
05/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Finance and Controller

PARK RIDGE, NJ 07656

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/08/2013		M ⁽¹⁾	10,000 A \$ 4.56	79,794 ⁽³⁾	D	
Common Stock	05/08/2013		M ⁽¹⁾	40,000 A \$ 4.56	119,794 ⁽³⁾	D	
Common Stock	05/08/2013		S ⁽¹⁾	50,000 D \$ 25.0049 ⁽²⁾	69,794 ⁽³⁾	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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 4.56	05/08/2013		M ⁽¹⁾	10,000	<u>(4)</u>	05/18/2016	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 4.56	05/08/2013		M ⁽¹⁾	40,000	<u>(5)</u>	05/05/2016	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kapur Jatindar 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Sr VP, Finance and Controller	

Signatures

William Langston, By Power of Attorney on behalf of Jatindar Kapur 05/10/2013

__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).

(1) This transaction was executed pursuant to the Rule 10b5-1 Trading Plan of the Reporting Person.

This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.02. The price reported above reflects the weighted

(2) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (3) Includes 1,756 shares acquired through Employee Stock Purchase Plan, 17,541 unvested Restricted Stock Units and 7,000 shares that are jointly owned by the Reporting Person and his spouse.
- (4) Options to purchase 125,000 shares were issued to the Reporting Person on May 18, 2006. The options vested in five equal annual installments (25,000 per year) on the first through fifth anniversaries of the grant date.
- (5) Options to purchase 40,000 shares were issued to the Reporting Person on May 5, 2006. The options vested in five equal annual installments (8,000 per year) on the first through fifth anniversaries of the grant date.

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.