

HERTZ GLOBAL HOLDINGS INC  
Form 4  
March 27, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Taride Michel

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)  
HERTZ HOUSE, 11 VINE STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group President RAC Internatio

UXBRIDGE,  
MIDDLESEX, X0 UB8 1QE

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)
			Code	V	Amount or Price		
Common Stock	03/25/2014		M		9,777 A <u>(1)</u>	143,794	D
Common Stock	03/25/2014		F		4,496 <u>(2)</u> D \$ 26.2	139,198	D
Common Stock	03/25/2014		M		6,348 A <u>(3)</u>	145,546	D
Common Stock	03/25/2014		F		2,984 <u>(2)</u> D \$ 26.2	142,562	D
Common Stock	03/25/2014		M		15,565 A <u>(4)</u>	158,218	D

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Common Stock      03/25/2014      F      7,316  
(2)      D      \$ 26.2      150,902      D

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

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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)	Amount or Number of Shares
Performance Stock Units	(1)	03/25/2014		M	9,777	(1)      (1)	Common Stock	9,777
Performance Stock Units	(3)	03/25/2014		M	6,348	(3)      (3)	Common Stock	6,348
Performance Stock Units	(4)	03/25/2014		M	15,565	(4)      (4)	Common Stock	15,565

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taride Michel HERTZ HOUSE 11 VINE STREET UXBRIDGE, MIDDLESEX, X0 UB8 1QE			Group President RAC Internatio	

## Signatures

William Langston, By Power of Attorney on behalf of Michel Taride      03/27/2014

\_\_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).

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013 - 2014. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013 - 2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

(1) 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 were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

(3)

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2012 and the amount of Performance Stock Units eligible for vesting was based on achievement of financial performance goals during combined 2012 - 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

(4)

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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