

HERTZ GLOBAL HOLDINGS INC
Form 4/A
October 17, 2007

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 *
MERRILL LYNCH & CO INC

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

4 WORLD FINANCIAL CENTER

4. If Amendment, Date Original Filed(Month/Day/Year)
09/24/2007

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

(Street)

NEW YORK, NY 10080

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/14/2007		S		100 <u>(1)</u>	D	\$ 22.77
							39,144,456
							<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
							I
							See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	08/15/2007		S		3,400 <u>(1)</u>	D	\$ 22.7
							39,141,056
							<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>(9)</u>
							I
							See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>(9)</u>
Common Stock	08/15/2007		S		2,800 <u>(1)</u>	D	\$ 22.415
							39,138,256
							<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>(10)</u>
							I
							See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>(10)</u>

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Common Stock	08/17/2007	P	<u>6,300</u> (1)	A	\$ 21.0927	39,146,096 (2) (4) (5) (6) (8) I <u>(11) (12)</u>	See footnotes (2) (4) (5) (6) (8) (11) (12)
Common Stock	08/28/2007	S	<u>1,400</u> (1)	D	\$ 22.1543	39,144,696 (2) (4) (5) (6) (8) I <u>(11) (13)</u>	See footnotes (2) (4) (5) (6) (8) (11) (13)
Common Stock	08/28/2007	S	700 <u>(1)</u>	D	\$ 22.18	39,143,996 (2) (4) (5) (6) (8) I <u>(11) (14)</u>	See footnotes (2) (4) (5) (6) (8) (11) (14)
Common Stock	09/07/2007	S	<u>1,400</u> (1)	D	\$ 21.5379	39,142,596 (2) (4) (5) (6) (8) I <u>(11) (15)</u>	See footnotes (2) (4) (5) (6) (8) (11) (15)
Common Stock	09/10/2007	S	<u>1,100</u> (1)	D	\$ 21.61	39,141,496 (2) (4) (5) (6) (8) I <u>(11) (16)</u>	See footnotes (2) (4) (5) (6) (8) (11) (16)
Common Stock	09/13/2007	P	2 <u>(17)</u>	A	\$ 19.99	39,141,498 (2) (4) (5) (8) I <u>(11) (16) (18)</u> <u>(19)</u>	See footnotes (2) (4) (5) (8) (11) (16) (18) (19)
Common Stock	09/14/2007	S	2 <u>(17)</u>	D	\$ 19.86	39,141,496 (2) (4) (5) (8) I <u>(11) (16) (18)</u> <u>(20)</u>	See footnotes (2) (4) (5) (8) (11) (16) (18) (20)
Common Stock	09/17/2007	P	<u>122</u> (17)	A	\$ 19.83	39,141,618 (2) (4) (5) (8) I <u>(11) (16) (18)</u> <u>(21)</u>	See footnotes (2) (4) (5) (8) (11) (16) (18) (21)
Common Stock	09/17/2007	S	<u>103</u> (17)	D	\$ 19.82	39,141,515 (2) (4) (5) (8) I <u>(11) (16) (18)</u> <u>(22)</u>	See footnotes (2) (4) (5) (8) (11) (16) (18) (22)
Common Stock	09/20/2007	S	500 <u>(1)</u>	D	\$ 21.8	39,141,015 (2) (4) (5) (8) I <u>(11) (22) (23)</u>	See footnotes (2) (4) (5) (8) (11) (22) (23)

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

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- (4) As of the transaction date, 3,872,549 shares were owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (5) As of the transaction date, 3,101,137 shares were owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. See footnote 3.
- (6) As of the transaction date, 28,833 shares were owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of ML&Co., Inc.
- (7) MLFM's direct ownership was short 100 shares as of 8/14/2007.
- Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.
- (8) MLFM's direct ownership was short 3,500 shares as of 8/15/2007.
- (9) MLFM's direct ownership was short 6,300 shares as of 8/15/2007.
- (10) 32,143,577 shares were owned directly by MLGPE, after grants reported on Form 4 filed on 8/21/2007.
- (11) No shares were owned directly by MLFM as of 8/17/2007.
- (12) MLFM's direct ownership was short 1,400 shares as of 8/28/2007.
- (13) MLFM's direct ownership was short 2,100 shares as of 8/28/2007.
- (14) MLFM's direct ownership was short 3,500 shares as of 9/7/2007.
- (15) MLFM's direct ownership was short 4,600 shares as of 9/10/2007
- (16) Reflects transactions executed by the error correction section of MLPFS to correct errors made in connection with trades made on behalf of clients.
- (17) The Reporting Person disclaims that this transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to this transaction.
- (18) 28,835 shares were owned directly by MLPFS as of 9/13/2007.
- (19) 28,833 shares were owned directly by MLPFS as of 9/14/2007.
- (20) 28,955 shares were owned directly by MLPFS as of 9/17/2007.
- (21) 28,852 shares were directly owned by MLPFS as of the transaction date.
- (22) MLFM's direct ownership was short 5,100 shares as of 9/20/2007.
- (23)

Remarks:

This Amended Form 4 is being filed to amend the Form 4 originally filed on 9/24/2007.

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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