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MERRILL LYNCH PIERCE FENNER & SMITH INC Form 4 August 06, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ML Global Private Equity Fund, L.P. Issuer Symbol HERTZ GLOBAL HOLDINGS INC (Check all applicable) [HTZ] (Last) (First) (Middle) 3. Date of Earliest Transaction Х _ Director _ 10% Owner Х Other (specify Officer (give title (Month/Day/Year) below) below) **4 WORLD FINANCIAL CENTER** 11/30/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Dav/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10080 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of 3. 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial any (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount Code V (D) Price Common \$ 12/27/2006 Ρ 200А 41,441,497 D⁽¹⁾⁽²⁾⁽³⁾ 16.94 Stock Common D (1) (2) (3) 12/27/2006 Ρ 200 \$17 41,441,697 Α Stock Common \$ 16.9 41,441,997 12/27/2006 Ρ 300 Α D⁽¹⁾⁽²⁾⁽³⁾ Stock Common Ρ 300 **D** (1) (2) (3) 12/27/2006 Α 41,442,297 16.98 Stock Common 12/27/2006 Ρ 300 \$17 D⁽¹⁾(2)(3) Α 41,442,597 Stock

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Common Stock	12/27/2006	Р	1,300	А	\$ 17	41,443,897	D (1) (2) (3)
Common Stock	12/27/2006	Р	100	А	\$ 16.98	41,443,997	D (1) (2) (3)
Common Stock	12/27/2006	Р	100	А	\$ 17	41,444,097	D (1) (2) (3)
Common Stock	12/27/2006	Р	100	А	\$ 16.96	41,444,197	D (1) (2) (3)
Common Stock	12/27/2006	Р	300	А	\$ 16.98	41,444,497	D (1) (2) (3)
Common Stock	12/27/2006	Р	500	А	\$ 17	41,444,997	D (1) (2) (3)
Common Stock	12/27/2006	Р	100	А	\$ 16.98	41,445,097	D (1) (2) (3)
Common Stock	12/27/2006	Р	600	А	\$ 16.93	41,445,697	D (1) (2) (3)
Common Stock	12/27/2006	Р	1,200	А	\$ 16.88	41,446,897	D (1) (2) (3)
Common Stock	12/27/2006	Р	300	А	\$ 17	41,447,197	D (1) (2) (3)
Common Stock	12/27/2006	Р	500	А	\$ 16.96	41,447,697	D (1) (2) (3)
Common Stock	12/27/2006	Р	1,400	А	\$ 16.98	41,449,097	D (1) (2) (3)
Common Stock	12/27/2006	Р	3	А	\$ 17	41,449,100	D (1) (2) (3)
Common Stock	12/27/2006	Р	100	А	\$ 16.98	41,449,200	D (1) (2) (3)
Common Stock	12/27/2006	Р	400	А	\$ 16.95	41,449,600	D (1) (2) (3)
Common Stock	12/27/2006	Р	1,000	А	\$ 17	41,450,600	D (1) (2) (3)
Common Stock	12/27/2006	S	62,800	D	\$ 16.88	41,387,800	D (1) (2) (3)
Common Stock	12/28/2006	Р	168	А	\$ 17	41,387,968	D (1) (2) (3)
Common Stock	12/29/2006	S	3,108	D	\$ 17.39	41,384,860	D (1) (2) (3)
Common Stock	12/29/2006	Р	3,108	А	\$ 17.39	41,387,968	D (1) (2) (3)
	12/29/2006	Р	155	А	\$ 17	41,388,123	D (1) (2) (3)

Common Stock							
Common Stock	12/29/2006	Р	155	А	\$ 17	41,388,278	D (1) (2) (3)
Common Stock	12/29/2006	S	155	D	\$ 17	41,388,123	D (1) (2) (3)
Common Stock	12/29/2006	S	155	D	\$ 17	41,387,968	$D (\underline{1}) (\underline{2}) (\underline{3})$
Common Stock	12/29/2006	Р	48	А	\$ 17.39	41,388,016	D (1) (2) (3)

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.

 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director		Officer	Other		
ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х				
MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х				
	Х	Х				

ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			
Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х	
Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х	
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х	
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	Х	Х	
Signatures			
ML Global Private Equity Fund, L.P. By: MLGPE Ltd., it Marinaro	08/06/2007		
**Signature of Reporting Person	n		Date
MLGPE Ltd. By: Frank Marinaro			08/06/2007
**Signature of Reporting Person	n		Date
ML Global Private Equity Partners, L.P. By: Merrill Lync Frank Marinaro	h GP, Inc.,	, its general partner By:	08/06/2007
**Signature of Reporting Person	n		Date
Merrill Lynch GP, Inc. By: Frank Marinaro	08/06/2007		
**Signature of Reporting Person	n		Date
Merrill Lynch Group, Inc. By: Frank Marinaro	08/06/2007		
**Signature of Reporting Person	a		Date
Merrill Lynch & Co., Inc. By: Frank Marinaro			08/06/2007
**Signature of Reporting Person	n		Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated By: J	Ionathan Sa	antelli	08/06/2007
**Signature of Reporting Person	ı		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).

As of August 6, 2007, approximately 32,142,037 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a

- Li ., the general partiel of which is Merrill Lynch of , me., which is a whony-owned subsidiary of Merrill Lynch of the securities, which is a whony-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.
- (2) As of August 6, 2007, approximately 28,833 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.

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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.,

(3) Rice Fund VII, L.F. CDR CCMG Co-Investor L.F., CDark Faraner Fund VII, L.F., Carlyte Farmers IV, L.F., CF IV Convestment L.F., 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.

Remarks:

No. 29 out of a total of 128 forms being submitted.

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.