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UNITED RENTALS INC /DE
Form 4
March 04, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 4

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

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*			2. Issuer Name and Ticker or Trading Symbol		6
APOLLO INVESTMENT FUND IV, L.P.			UNITED RENTAL, INC. (URI)		
(Last)	(First)	(Middle)	3. I.R.S. or Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year	[]
TWO MANHATTANVILLE ROAD				02/28/2003	[]
(Street)					
PURCHASE NY 10577				5. If Amendment, Date of Original (Month/Day/Year)	7
(City)	(State)	(Zip)			[]

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED

1. Title of Security (Instr. 3)	2. Trans- action 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 Securi Benefi Owned Follow Report Transa (Instr
			Code V	Amount (D) Price	
COMMON STOCK, PAR VALUE \$0.01 PER SHARE	02/28/03		P	190 (A) \$8.62	
COMMON STOCK	02/28/03		P	759 (A) \$8.63	
COMMON STOCK	02/28/03		P	190 (A) \$8.64	
COMMON STOCK	02/28/03		P	13,857 (A) \$8.65	
COMMON STOCK	02/28/03		P	17,084 (A) \$8.66	

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COMMON STOCK	02/28/03	P	3,607	(A)	\$8.67
COMMON STOCK	02/28/03	P	949	(A)	\$8.68
COMMON STOCK	02/28/03	P	524,756	(A)	\$8.70

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

Potential persons with information contained herein may wish to respond unless OMB control number

COMMON STOCK	02/28/03	P	380	(A)	\$8.71
COMMON STOCK	02/28/03	P	854	(A)	\$8.74
COMMON STOCK	02/28/03	P	25,816	(A)	\$8.75
COMMON STOCK	03/03/03	P	6,928	(A)	\$8.55
COMMON STOCK	03/03/03	P	8,352	(A)	\$8.60
COMMON STOCK	03/03/03	P	125,946	(A)	\$8.68
COMMON STOCK					1,16

1 Apollo Advisors IV, L.P. ("Advisors IV") is the general partner of the Reporting Person. Apollo Capital Management IV, Inc. ("Capital Management") is the general partner of Advisors IV. Apollo Management IV, L.P. ("Management IV") is the Manager of the Reporting Person. AIF IV Management, Inc. ("AIF IV Management") is the general partner of Management IV. Leon D. Black and John J. Hannan are the directors and principal executive officers of Management IV and AIF IV Management. The Reporting Person, Advisors IV, Capital Management, Management IV, AIF IV Management and Messrs. Black and Hannan and their respective affiliates disclaim beneficial ownership of all shares of the Issuer in excess of their respective pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

FORM 4 (CONTINUED)

TABLE II-- DERIVATIVE SECURITIES ACQUIRED, DISPOSED, EXERCISED, OR OTHERWISE TRANSFERRED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, SWAPS)

1. Title of 2. Conversion 3. Transaction 3A. 4. Transaction 5. Number 6. Date 7. Title and 8. Price

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Derivative Security	sion or Exercise Price of Derivative Security	action Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)	Exercisable and Expiration Date (Month/Day/Year)	Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 3)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ -----
 **Si
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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, SEE Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are form displays a currently valid OMB Number.