

HERTZ GLOBAL HOLDINGS INC  
 Form 4  
 December 04, 2009

**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 \*  
 FRISSORA MARK P

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)  
 09/10/2009

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

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	12/03/2009		G <sup>(3)</sup>	V 739,438 D \$ 0	358,289 <sup>(2)</sup>	D	
Common Stock	12/03/2009		G <sup>(4)</sup>	V 350,000 D \$ 0	8,289 <sup>(2)</sup>	D	
Common Stock	12/03/2009		G <sup>(3)</sup>	V 739,438 A \$ 0	794,854 <sup>(1)</sup>	I	By Mark P. Frissora Revocable Trust
Common Stock	12/03/2009		G <sup>(4)</sup>	V 350,000 A \$ 0	350,000	I	By Jennifer Frissora Revocable Trust
					785	I	By Daughter

Common  
Stock

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

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(9-02)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	
Performance Stock Units	(5)	09/10/2009		G(3) V		215,000	(5)	(5)	Common Stock
Performance Stock Units	(5)	09/10/2009		G(3) V	215,000		(5)	(5)	Common Stock
Performance Stock Units	(6)	09/10/2009		G(3) V		1,724,363	(6)	(6)	Common Stock
Performance Stock Units	(6)	09/10/2009		G(3) V	1,724,363		(6)	(6)	Common Stock
Employee Stock Options (Right to Purchase)	\$ 23.06	09/10/2009		G(3) V		400,000	(7)	08/14/2017	Common Stock
Employee Stock Options (Right to Purchase)	\$ 23.06	09/10/2007		G(3) V	400,000		(7)	08/14/2017	Common Stock
Employee Stock Options (Right to Purchase)	\$ 6.56	09/10/2009		G(3) V		800,000	(8)	08/15/2016	Common Stock

Employee Stock Options (Right to Purchase)	\$ 6.56	09/10/2009	G <sup>(3)</sup>	V	800,000	(8)	08/15/2016	Common Stock
Employee Stock Options (Right to Purchase)	\$ 9.56	09/10/2009	G <sup>(3)</sup>	V	400,000	(8)	08/15/2006	Common Stock
Employee Stock Options (Right to Purchase)	\$ 9.56	09/10/2009	G <sup>(3)</sup>	V	400,000	(8)	08/15/2016	Common Stock
Employee Stock Options (Right to Purchase)	\$ 14.56	09/10/2009	G <sup>(3)</sup>	V	400,000	(8)	08/15/2016	Common Stock
Employee Stock Options (Right to Purchase)	\$ 14.56	09/10/2009	G <sup>(3)</sup>	V	400,000	(8)	08/15/2016	Common Stock
Employee Stock Options (Right to Purchase)	\$ 12.97	09/10/2009	G <sup>(3)</sup>	V	827,985	(10)	02/28/2018	Common Stock
Employee Stock Options (Right to Purchase)	\$ 12.97	09/10/2009	G <sup>(3)</sup>	V	827,985	(10)	02/28/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	X		Chief Executive Officer	

## Signatures

Stuart M. Gechwind, By Power of Attorney on behalf of Mark P.  
Frissora

12/04/2009

\_\_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) Includes 55,416 shares issued on November 14, 2009. These shares consist of 107,500 shares issued in respect of the vesting of Performance Stock Units (PSUs), net of 52,084 shares withheld to pay tax liabilities incident to the vesting of the PSUs, which transactions were reported in a Form 4 filed on behalf of the Reporting Person on November 17, 2009. The PSUs were the first tranche of PSUs issued on November 14, 2008 to the Reporting Person, who transferred the PSUs to the Mark P. Frissora Revocable Trust on September 10, 2009, as reported on Table II of this Form 4.

(2) Includes shares acquired through Employee Stock Purchase Plan.

(3) Gifted by the Reporting Person to the Mark P. Frissora Revocable Trust.

(4) Shares gifted to Jennifer Frissora as trustee of the Jennifer Frissora Revocable Trust. Jennifer Frissora is the Reporting Person's spouse.

(5) Each Performance Stock Unit represents a contingent right to receive one share of HTZ Common Stock. The Performance Stock Units vest in two equal tranches. The first tranche vested on November 14, 2009, which was the first anniversary of the date of grant. Vesting was contingent upon (a) the Reporting Person's continued employment and (b) satisfaction of the consolidated leverage ratio covenants in the credit agreements which govern The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. The second tranche will vest on the second anniversary of the date of grant contingent only upon the Recipient's continued employment.

(6) Each Performance Stock Unit represents a contingent right to receive one share of HTZ Common Stock in three tranches. The first tranche, consisting of 25% of the grant, will vest on the first anniversary of the date of grant contingent upon (a) the Reporting Person's continued employment and (b) satisfaction of the consolidated leverage ratio covenants in the credit agreements which govern The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. If the first tranche vests, the second and third tranches will vest on the second and third anniversaries of the date of grant contingent only upon the Reporting Person's continued employment. The second tranche will consist of 25% of the grant and the third tranche will consist of 50% of the grant. The date of grant was February 26, 2009.

(7) The options will vest in four equal installments on the first through fourth anniversaries of August 14, 2007.

(8) The options will vest in five equal installments on the first through fifth anniversaries of July 19, 2006

(9) Excludes 107,500 Performance Stock Units which vested on November 14, 2009. See Footnote 1.

(10) The options will vest in four equal installments on the first through fourth anniversaries of February 28, 2008.

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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