#### BERKOWITZ BRUCE R

Form 4

February 04, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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**SECURITIES** 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.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* FAIRHOLME CAPITAL MANAGEMENT LLC (First) (Middle) (Last)

4400 BISCAYNE BOULEVARD, 9TH FLOOR

(Street)

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

UNITED RENTALS INC /DE [URI]

3. Date of Earliest Transaction (Month/Day/Year) 02/02/2009

(Check all applicable)

5. Relationship of Reporting Person(s) to

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

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

Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Issuer

**MIAMI, FL 33137** 

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative :	Secur	ities Acc	quired, Disposed	of, or Beneficia	lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/02/2009		S	2,600	D	\$ 5.3	2,153,269	I	Footnote (1) (2)
Common Stock	02/02/2009		J <u>(3)</u>	2,300	D	<u>(3)</u>	2,150,969	I	Footnote (2)
Common Stock	02/02/2009		S	3,512	D	\$ 5.21	2,147,457	I	Footnote (1) (2)
Common Stock	02/03/2009		J <u>(3)</u>	1,649	D	<u>(3)</u>	2,145,808	I	Footnote (2)
Common Stock							8,197,518	I	Footnote (4) (5)

Common Stock

182,730

D (6)

(9-02)

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/ Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Securi	lying	Security (Instr. 5)	Secur 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				
reporting of the Fundament	Director	10% Owner	Officer	Other		
FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137		X				
BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137		X				

# **Signatures**

Fairholme Capital Management, L.L.C., By: /s/ Bruce R. Berkowitz, Managing Member		
	**Signature of Reporting Person	Date
/s/ Bruce R. Berkowitz		02/04/2009
	**Signature of Reporting Person	Date

Reporting Owners 2

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### **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) These transactions were executed on behalf of separately managed accounts to which Fairholme Capital Management, L.L.C. ("Fairholme") acts as investment adviser.
  - Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme, the "Reporting Persons") is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that
- (2) the Reporting Persons may be deemed to beneficially own the securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The securities were held in a managed account managed by Fairholme pursuant to an investment management agreement that was (3) terminated. Accordingly, Fairholme and Mr. Berkowitz are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.
- (4) These securities are owned by Fairholme Funds, Inc. (the "Fund").
- (5) These securities may be deemed to be beneficially owned by Fairholme, the investment manager of the Fund, and Mr. Berkowitz, the managing member of Fairholme.
- (6) These securities are owned by Mr. Berkowitz, who is a Reporting Person.

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.