

AVIS BUDGET GROUP, INC.

Form 4

January 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wyshner David B

2. Issuer Name **and** Ticker or Trading
Symbol
AVIS BUDGET GROUP, INC.
[CAR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

6 SYLVAN WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr EVP and CFO

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

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

PARSIPPANY, NJ 07054

(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 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)
Common Stock	01/25/2014		M ⁽¹⁾	V Amount (A) or (D) Price 13,889 A \$ 0 (1)	114,754	D	
Common Stock	01/25/2014		F ⁽²⁾	5,807 D \$ 38.6	108,947	D	
Common Stock	01/26/2014		M ⁽¹⁾	11,582 A \$ 0 (1)	120,529	D	
Common Stock	01/26/2014		F ⁽³⁾	6,006 D \$ 38.6	114,523	D	
Common Stock	01/26/2014		M ⁽¹⁾	34,746 A \$ 0 (1)	149,269	D	

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Common Stock	01/26/2014	F ⁽⁴⁾	18,016	D	\$ 38.6	131,253	D
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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 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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	01/25/2014		M <u>(1)</u>		13,889		<u>(5)</u>	<u>(6)</u>	Common Stock	13,889
Restricted Stock Units	\$ 0 <u>(1)</u>	01/26/2014		M <u>(1)</u>		11,582		<u>(7)</u>	<u>(6)</u>	Common Stock	11,582
Performance Based Restricted Stock Units	\$ 0 <u>(1)</u>	01/26/2014		M <u>(1)</u>		34,746		<u>(8)</u>	<u>(6)</u>	Common Stock	34,746

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wyshner David B 6 SYLVAN WAY PARSIPPANY, NJ 07054			Sr EVP and CFO	

Signatures

/s/ Jean M. Sera, by Power of Attorney for David B. Wyshner

01/28/2014

 **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) Represents restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 13,889 shares of restricted stock units.
- (3) Represents tax withholdings in connection with the vesting of 11,582 shares of restricted stock units.
- (4) Represents tax withholdings in connection with the vesting of 34,746 shares of restricted stock units.
- (5) Original grant vests in three equal installments on January 25, 2013, 2014 and 2015.
- (6) Expiration date not applicable.
- (7) Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
- (8) 100% of the units vested on the third anniversary of the date of grant based on the Company's achievement of certain average price-per share performance goals.

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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