

Gottsegen Jonathan Mark
Form 4
March 15, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gottsegen Jonathan Mark

(Last) (First) (Middle)

C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNITED RENTALS INC /DE [URI]

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

03/11/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

SVP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 ⁽¹⁾	03/11/2010		A	(A) or (D) Amount <u>15,000</u> ⁽¹⁾	\$ 0 32,000	D	
Common Stock	03/15/2010		F	2,124 D	\$ 8.26 29,876	D	
Common Stock	03/15/2010		S	3,543 D	\$ 8.26 26,333	D	
Common Stock	03/15/2010		M	13,334 A	\$ 3.375 39,667	D	
Common Stock	03/15/2010		F	2,956 D	\$ 8.26 36,711	D	

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Common Stock 03/15/2010 S 10,378 D \$ 8.26 26,333 D

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
Stock Option - Right to Buy	\$ 8.315	03/11/2010		A	40,000	<u>(2)</u> 03/10/2020	Common Stock 40,000
Stock Option - Right to Buy	\$ 3.375	03/15/2010		M	13,334	<u>(3)</u> 03/12/2019	Common Stock 13,334

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gottsegen Jonathan Mark C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831	SVP & General Counsel

Signatures

/s/ Jonathan M. Gottsegen 03/15/2010

__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) These shares comprise an award of restricted stock units granted to Mr. Gottsegen. Subject to acceleration in certain circumstances, 5,000 of the units are scheduled to vest on each of March 11, 2011, March 11, 2012 and March 11, 2013. Units are settled for shares of common stock on a one-for-one basis upon vesting.
- (2) The option is exercisable in three installments, 13,333 of the option shares become exercisable on each of March 11, 2011 and March 11, 2012 and 13,334 of the option shares become exercisable on March 11, 2013.
- (3) In connection with an option award granted to Mr. Gottsegen on March 13, 2009 and originally reported on March 17, 2009, an initial 13,334 of the option shares became exercisable on March 13, 2010.

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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