

HERTZ GLOBAL HOLDINGS INC

Form 4

March 27, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Boyd Lois Irene

(Last) (First) (Middle)

225 BRAE BOULEVARD

(Street)

PARK RIDGE, NJ 07656

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

HERTZ GLOBAL HOLDINGS INC  
[HTZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/25/2014

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)

Group President, HERC

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 (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 Ownership (Instr. 4)
Common Stock	03/25/2014		M	9,987 A	\$ 0 (1) 70,904 (2)	D	
Common Stock	03/25/2014		F	3,158 (3) D	\$ 26.2 67,746 (2)	D	
Common Stock	03/25/2014		M	6,485 A	\$ 0 (4) 74,231 (2)	D	
Common Stock	03/25/2014		F	2,050 (3) D	\$ 26.2 72,181 (2)	D	
Common Stock	03/25/2014		M	14,509 A	\$ 0 (5) 86,690 (2)	D	

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Common Stock 03/25/2014 F 5,311<sup>(3)</sup> D \$ 26.2 81,379 (2) D

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

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SEC 1474  
(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) (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
Performance Stock Units	<u>(1)</u>	03/25/2014		M	9,987	<u>(1)</u> <u>(1)</u>	Common Stock 9,987
Performance Stock Units	<u>(4)</u>	03/25/2014		M	6,485	<u>(4)</u> <u>(4)</u>	Common Stock 6,485
Performance Stock Units	<u>(5)</u>	03/25/2014		M	14,509	<u>(5)</u> <u>(5)</u>	Common Stock 14,509

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Boyd Lois Irene 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	Group President, HERC

## Signatures

William Langston, By Power of Attorney on behalf of Lois Boyd 03/27/2014

    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)

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Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013 - 2014. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013 - 2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

- (2) Includes 12,233 shares acquired through the Employee Stock Purchase Plan and 5,491 unvested Restricted Stock Units.
- (3) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.
- (4)

- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2012 and the amount of Performance Stock Units eligible for vesting was based on achievement of financial performance goals during combined 2012 - 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.
- (5)

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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