MCKINNEY JOHN S
Form 4
January 25, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKINNEY JOHN S

(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)
01/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		M		3,000	A	$ 16.38	17,748	D	
Common Stock	01/25/2013		M		3,000	A	$ 19.76	20,748	D	
Common Stock	01/25/2013		S		6,000	D	$ 50.9608 (1)	14,748 (2)	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)		8. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	$ 16.38	01/25/2013		M			3,000	(3)	02/26/2014	Common Stock	3,000	
Stock Option - Right to Buy	$ 19.76	01/25/2013		M			3,000	(4)	03/02/2015	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKINNEY JOHN S C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831	X			

Signatures

Jonathan M. Gottsegen, attorney-in-fact	01/25/2013
**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 weighted average sale price for executed sale transactions on January 25, 2013. The range of prices for such transactions was from $50.96 to $50.97. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.

(2) Following this transaction, Mr. McKinney retains a substantial ownership position in Company securities and his ownership currently satisfies the Company's stock ownership guidelines for non-management directors.

(3) In connection with an option award granted to the reporting person on February 26, 2004 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of February 26, 2005, February 26, 2006 and February 26, 2007.

(4) In connection with an option award granted to the reporting person on March 2, 2005 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of March 2, 2006, March 2, 2007 and March 2, 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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