

Sider Scott P
Form 4
May 10, 2013

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sider Scott P

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
THE HERTZ CORPORATION, 225
BRAE BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Group President, Rent A Car Am

PARK RIDGE, NJ 07656

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

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

(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 (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	05/08/2013		M ⁽¹⁾	10,000 A \$ 8.61	97,034	D	
Common Stock	05/08/2013		M ⁽¹⁾	42,347 A \$ 9.7	139,381	D	
Common Stock	05/08/2013		S ⁽¹⁾	52,347 D \$ 25.0053	87,034	D	
				(2)			

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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
Employee Stock Option (Right to Buy)	\$ 8.61	05/08/2013		M ⁽¹⁾	10,000	⁽³⁾ 08/21/2018	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 9.7	05/08/2013		M ⁽¹⁾	42,347	⁽⁴⁾ 03/04/2020	Common Stock 42,347

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sider Scott P THE HERTZ CORPORATION 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Group President, Rent A Car Am	

Signatures

William Langston, By Power of Attorney on behalf of Scott P. Sider 05/10/2013

__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) This transaction was executed pursuant to the Rule 10b5-1 Trading Plan of the Reporting Person.

(2)

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This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.02. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) Options to purchase 10,000 shares were issued to the Reporting Person on August 21, 2008. The options vested in four equal annual installments (2,500 per year) on the first through fourth anniversaries of the grant date.
- (4) Options to purchase 123,362 shares were issued to the Reporting Person on March 4, 2010. The options vest in four equal annual installments on the first through fourth anniversaries of the grant date.

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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