

HERTZ GLOBAL HOLDINGS INC
Form 4
May 20, 2008

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 *
MERRILL LYNCH & CO INC

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)

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

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

4 WORLD FINANCIAL CENTER

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

(Street)

NEW YORK, NY 10080

(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 or Price | | | | |
| Common Stock | 04/01/2008 | | P | | 4 ⁽⁸⁾ 12.48 | A | \$ 39,143,547 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock | 05/15/2008 | | A | | 2,286 ₍₁₀₎ | A | \$ 0 39,145,833 | I | See footnotes (2) (3) (4) (5) (6) (11) |
| Common Stock | 05/16/2008 | | S | | 4 ⁽⁸⁾ 14.13 | D | \$ 39,145,829 | I | See footnotes (2) (3) (5) (6) (9) (11) |

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 14.21 | 05/15/2008 | | A | 38,136 (7) | 05/15/2008 | 05/15/2018 | Common Stock | 38,136 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | X | X | | |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch Ventures LP 2001 4 WORLD FINANCIAL CENTER | | X | | |

NEW YORK, NY 10080

MERRILL LYNCH VENTURES LLC
4 WORLD FINANCIAL CENTER X
NEW YORK, NY 10080

ML Hertz Co-Investor, L.P.
4 WORLD FINANCIAL CENTER X
NEW YORK, NY 10080

ML Hertz Co-Investor GP, L.L.C.
4 WORLD FINANCIAL CENTER X
NEW YORK, NY 10080

Merrill Lynch Group, Inc.
4 WORLD FINANCIAL CENTER X
NEW YORK, NY 10080

Signatures

Merrill Lynch & Co., Inc. By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

MLGPE LTD. By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

Merrill Lynch GP, Inc. By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

Merrill Lynch Ventures L.P. 2001 By: Merrill Lynch Ventures, LLC, its general Partner By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

Merrill Lynch Ventures, LLC By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

ML Hertz Co-Investor, L.P. By: ML Hertz Co-Investor GP, LLC By: ML Global Private Equity Fund, L.P., its sole member by: MLGPE Ltd., its general partner By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

ML Hertz Co-Investor GP, L.L.C. By: ML Global Private Equity Fund, L.P., its sole member by: MLGPE Ltd., its general partner By: Frank Marinaro 05/19/2008
Date
__Signature of Reporting Person

Merrill Lynch Group, Inc. By Frank Marinaro

05/19/2008

__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) 32,147,805 shares are owned directly by MLGPE, a partnership of which MLGPE Ltd. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc.").
- (2) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (3) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE.
- (4) 22,056 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of ML&Co., Inc.
- (5) Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (6) Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.
- (7) 19,068 of the options reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 19,068 of the options reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.
- (8) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.
- (9) 22,052 shares are owned directly by MLPFS.
- (10) 1,055 of the shares reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 1,231 of the shares reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.
- (11) 32,150,091 shares are owned directly by MLGPE. See footnote 1.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of two filed reports.

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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