

Goldfinger Edward G
Form 4
March 13, 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 *
Goldfinger Edward G

(Last) (First) (Middle)
C/O ZIPCAR, INC. 25 FIRST STREET, 4TH FLOOR
(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price	
Common Stock	03/11/2013		M		54,000	A	\$ 4.5	54,000	D
Common Stock	03/11/2013		M		16,163	A	\$ 8.74	70,163	D
Common Stock	03/11/2013		S		70,163	D	\$ 12.2439	0	D
							(1)		

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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 4.5	03/11/2013		M	54,000	⁽²⁾ 09/03/2017	Common Stock	54,000
Incentive Stock Option (Right to Buy)	\$ 8.74	03/11/2013		M	16,163	⁽³⁾ 02/25/2020	Common Stock	16,163

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfinger Edward G C/O ZIPCAR, INC. 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141			Chief Financial Officer	

Signatures

/s/ Dean J. Breda, Attorney-in-Fact for Edward G. Goldfinger
 **Signature of Reporting Person
 03/13/2013
 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) Average price of shares sold. Shares sold in the price range of \$12.24 to \$12.2501.
- (2) This option became exercisable as to 25% of the shares subject to this option on September 4, 2008. The remainder of the shares subject to this option became exercisable in 36 equal installments thereafter.

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(3) This option became exercisable in 48 equal monthly installments beginning on March 25, 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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