

WHITMAN MARGARET C

Form 4

March 18, 2013

**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 \*  
WHITMAN MARGARET C

(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)  
03/14/2013

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                   |
|---------------------------------------|---|---|---|---|--|---|--|-----------------------------------|
|                                       |   |   | Code                                    | V   | Amount   | (A)<br>or<br>(D)  | Price  |                                   |
| Common<br>Stock <sup>(1)</sup>        | 03/14/2013                              |   | D                                       |   | 69,348   | D   | \$<br>12.25  | 0                                 |
|                                       |   |   |   |   |  |   |  | I                                 |
|                                       |   |   |   |   |  |   |  | See<br>Footnote<br><sup>(2)</sup> |

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

**Persons who respond to the collection of  
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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)**

## Edgar Filing: WHITMAN MARGARET C - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.    |
|---|---|---|---|---|---|--|---|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 10.75  | 03/14/2013                              |   | D                                       | 8,768   | (3) 05/31/2022   | Common<br>Stock   | 8,768 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| WHITMAN MARGARET C<br>C/O ZIPCAR, INC.<br>25 FIRST STREET, 4TH FLOOR<br>CAMBRIDGE, MA 02141 | X                                |

## Signatures

Dean J. Breda, Attorney-in-Fact of Margaret C.  
Whitman 03/18/2013

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).
- Each share of common stock was disposed of in exchange for a cash payment of \$12.25 per share upon the consummation of the merger
- (1) (the "Merger"), contemplated by that certain Agreement and Plan of Merger, dated December 31, 2012, by and among Avis Budget Group, Inc., Millennium Acquisition Sub, Inc. and Zipcar, Inc.
- (2) Shares held by the Sweetwater Trust, of which Ms. Whitman is a trustee. Mis Whitman disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- Prior to the effective time of the Merger, all outstanding options were accelerated, became fully vested and were cancelled in exchange
- (3) for a cash payment equal to the product of (i) \$12.25 less the exercise price per share of the option multiplied by (ii) the total number of shares underlying the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.