

UNITED RENTALS INC /DE  
Form 4/A  
December 17, 2002

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FORM 4  
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OMB APPROVAL  
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OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response....0.5  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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\*

Apollo Investment Fund IV, L.P.

-----  
(Last)

(First)

(Middle)  
-----

Two Manhattanville Road

-----  
(Street)  
-----

Purchase

NY

10577

-----  
(City)

(State)

(Zip)  
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2. Issuer Name Ticker or Trading Symbol

United Rental, Inc. (URI)

3. I.R.S. or Identification of Reporting Person if an entity  
(Voluntary)

4. Statement for Month/Day/Year

12/13/2002

5. If Amendment, Date of Original (Month/Day/Year)

12/16/02

6. Relationship of Reporting Person(s) to Issuer

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(Check all applicable)

Director

10% Owner

Officer  
(give title below)

Other  
(specify below)

7. 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<br>(Instr. 3)       | 2. Transaction Date<br>(Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |        | 5. Amount of Securities Beneficially Owned at End of Month<br>(Instr. 3 and 4) |
|--|---|--------------------------------|---|--|------------------|--------|--|
|  |   | Code                           | V | Amount   | (A)<br>or<br>(D) | Price  |  |
| Common Stock, par value \$0.01 per share | 12/13/02                                | P                              |   | 4935   | (A)              | \$8.29 |  |
| Common Stock                             | 12/13/02                                | P                              |   | 2088   | (A)              | \$8.30 |  |
| Common Stock                             | 12/13/02                                | P                              |   | 5029   | (A)              | \$8.35 |  |
| Common Stock                             |   |                                |   |  |                  |        | 436,108  |

(1) Apollo Advisors IV, L.P. ("Advisors IV") is the general partner of the Reporting Person. Apollo Capital Management IV, Inc. ("Management") is the general partner of Advisors IV. Leon D. Black and John J. Hannan are the directors and principal executive officers of Management IV. The Reporting Person, Advisors IV and Messrs. Black and Hannan and their respective affiliates disclaim beneficial ownership of all shares of the Issuer in excess of their respective pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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

\*If the form is filed by more than one reporting person, See Instruction 4(b)(v)

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FORM 4 (continued)

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) | 4. Transaction Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|---------------------------------------|---|--|---|--|
| -----                                      |  |                                      |                                       |   |  |   |  |
| -----                                      |  |                                      |                                       |   |  |   |  |
| -----                                      |  |                                      |                                       |   |  |   |  |
| -----                                      |  |                                      |                                       |   |  |   |  |

Explanation of Responses:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michael D. Weiner  
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December 16, 2002  
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\*\*Signature of Reporting Person      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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