

BERKOWITZ BRUCE R
Form 4
December 29, 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 *
FAIRHOLME CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

4400 BISCAYNE
BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/24/2008		J ⁽¹⁾		1,900	D	11	2,303,358	I	Footnote (2)
Common Stock	12/24/2008		J ⁽¹⁾		100	D	11	2,303,258	I	Footnote (2)
Common Stock	12/26/2008		S		974	D	\$ 8.23	2,302,284	I	Footnote (2) (3)
Common Stock	12/26/2008		S		1,169	D	\$ 8.23	2,301,115	I	Footnote (2) (3)
Common Stock	12/26/2008		J ⁽¹⁾		3,100	D	11	2,298,015	I	Footnote (2)

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Common Stock	12/26/2008	S	700	D	\$ 8.25	2,297,315	I	Footnote (2) (3)
Common Stock	12/26/2008	S	4,449	D	\$ 8.22	2,292,866	I	Footnote (2) (3)
Common Stock	12/24/2008	J ⁽⁴⁾	806	D	\$ 0 ₍₁₎	2,292,866	I	Footnote (2)
Common Stock	12/29/2008	S	500	D	\$ 7.95	2,292,366	I	Footnote (2) (3)
Common Stock	12/29/2008	S	8,325	D	\$ 7.94	2,284,041	I	Footnote (2) (3)
Common Stock	12/29/2008	S	800	D	\$ 8.07	2,283,241	I	Footnote (2) (3)
Common Stock	12/29/2008	S	374	D	\$ 8.07	2,282,867	I	Footnote (2) (3)
Common Stock	12/29/2008	S	225	D	\$ 8.09	2,282,642	I	Footnote (2) (3)
Common Stock	12/29/2008	S	39,700	D	\$ 8.02	2,242,942	I	Footnote (2) (3)
Common Stock						8,197,518	I	Footnote (5) (6)
Common Stock						182,730	D ⁽⁷⁾	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137			X	
BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137			X	

Signatures

Fairholme Capital Management, L.L.C., By: /s/ Bruce R. Berkowitz, Managing Member	12/29/2008
__Signature of Reporting Person	Date
/s/ Bruce R. Berkowitz	12/29/2008
__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) The securities were held in a managed account managed by Fairholme Capital Management, L.L.C. ("Fairholme") pursuant to an investment management agreement that was terminated. Accordingly, Fairholme and Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme, the "Reporting Persons") are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.
- (2) Mr. Berkowitz is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that the Reporting Persons may be deemed to beneficially own the securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.
- (4) Ownership of these securities was transferred from one of Fairholme's private funds to its investors. The investors subsequently placed the securities to which this footnote relates in separately managed accounts advised by Fairholme.
- (5) These securities are owned by Fairholme Funds, Inc. (the "Fund"), which is a Reporting Person.
- (6) These securities may be deemed to be beneficially owned by Fairholme, the investment manager of the Fund, and Mr. Berkowitz, the managing member of Fairholme
- (7) These securities are owned by Mr. Berkowitz, who is a Reporting Person.

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.