AVIS BUDGET GROUP, INC.

Form 4 May 13, 2014

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31,

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Ad Mestre Edua | * | rting Person * | 2. Issuer Name and Ticker or Trading Symbol AVIS BUDGET GROUP, INC. [CAR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--------------------------------------|-------------|----------------|---|---|--|--|
| (Last) (First) (Middle) 6 SYLVAN WAY | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/09/2014 | X Director 10% Owner Officer (give title below) Other (specify below) | | |
| | (Street) | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| PARSIPPAN | NY, NJ 0705 | 54 | | Form filed by More than One Reporting | | |

| (City) | (State) | (Zip) Tai | ble I - Non- | -Derivativ | e Sec | urities A | equired, Dispose | d of, or Bene | ficially Owned |
|--------------------------------------|--------------------------------------|---|---|------------|----------|--|--|--|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acq Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) | | d of (D) | 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) | |
| Common Stock | 05/09/2014 | | A | 907 | A | \$ 51.87 (1) | 55,805 | I | Held by NQ Deferred Compensation Plan |
| Common Stock | | | | | | | 5,000 | D | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title Amount | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|----------------------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/ | | Underly Securiti (Instr. 3 | ying ies | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---------------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | | | |
| Mestre Eduardo G | | | | | | | | |
| 6 SYLVAN WAY | X | | | | | | | |
| PARSIPPANY, NJ 07054 | | | | | | | | |

Signatures

/s/ Jean M. Sera, by Power of Attorney for Eduardo G. Mestre

> **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).

Award represents the portion of non-employee director retainer fees through June 30, 2014 paid in deferred common stock of the

(1) Company. All shares are deferred into the Non-Employee Directors Deferred Compensation Plan and converted into deferred stock units thereunder. Payable upon termination of service as director in accordance with the plan.

05/13/2014

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.

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