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ROOF DONALD C Form 3 May 01, 2012

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

À ROOF DONALD C

(Last) (First) (Middle) Statement

(Month/Day/Year)

04/30/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol UNITED RENTALS INC /DE [URI]

C/O UNITED RENTALS. INC., Â FIVE GREENWICH

OFFICE PARK

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

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

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

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

GREENWICH. CTÂ 06831

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common Stock (1)

 $16,720 \frac{(1)}{2}$

Â D

Common Stock (1)

 $1.500^{(1)}$

Ι By Roof Family Foundation, Inc.

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Conversion

Ownership

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Direct (D) Security Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROOF DONALD C

C/O UNITED RENTALS, INC.
FIVE GREENWICH OFFICE PARK

GREENWICH, CTÂ 06831

Signatures

/ s / Jonathan M. Gottsegen, attorney-in-fact

05/01/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 total reported is comprised of shares of common stock issued in connection with a merger transaction completed on April 30, 2012. 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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