UNITED RENTALS INC /DE

Form 4

January 02, 2015

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

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

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 Address of Reporting Person * **GRIFFIN BOBBY J**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

UNITED RENTALS INC /DE [URI]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First)

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 12/31/2014

X Director 10% Owner Officer (give title Other (specify

C/O UNITED RENTALS, INC., 100 FIRST STAMFORD PL STE 700

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

STAMFORD, CT 06902

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Execution Date, if

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(A)

Following Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Common 12/31/2014 Stock (1) (2)

\$ Α A 102.01 (3)

29,763 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Exercisable Date	Expiration Date	Title	or		
									Number		
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GRIFFIN BOBBY J

CAN UNITED RENTALS INC.

X

C/O UNITED RENTALS, INC. 100 FIRST STAMFORD PL STE 700 STAMFORD, CT 06902

Signatures

/s/ Joli Lyn Gross, attorney-in-fact 01/02/2015

**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) Represents Phantom Stock Units acquired under the United Rentals, Inc. Deferred Compensation Plan for Directors. The Phantom Stock Units are deemed to be invested in shares of Common Stock (with each unit having the economic equivalent of one share).
- (2) The Common Stock represented by the Phantom Stock Units will be paid to the reporting person on a one-for-one basis on the first day of the month immediately following termination of the reporting person's service as a director.
- (3) Represents amount of deferred fees used to acquire one Phantom Stock Unit.

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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