

HERTZ GLOBAL HOLDINGS INC
Form 4
February 21, 2014

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 *
Rosenberg David J

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
225 BRAE BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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

PARK RIDGE, NJ 07656

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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.

SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
| | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|----------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Stock Units | (1) | 02/19/2014 | | 4,591 (1) | A | | | | (1) | (1) | Common Stock | 4,591 (1) |
| Performance Stock Units | (2) | 02/19/2014 | | 3,148 (2) | A | | | | (2) | (2) | Common Stock | 3,148 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosenberg David J 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | | | SVP | |

Signatures

William Langston, By Power of Attorney on behalf of David Rosenberg 02/21/2014

__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).

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013-2014. The Performance Stock Units vest in three tranches, with 33 1/3%

(1) of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013-2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

(2) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

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.