

HERTZ GLOBAL HOLDINGS INC
Form 4
March 27, 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 *
BAKER LEIGHANNE G

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)
03/25/2014

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive VP and CHRO

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 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 | 03/25/2014 | | M | | 7,110 | A | ① |
| | | | | | | | 110,127 ⑤ |
| Common Stock | 03/25/2014 | | F | | 2,485 ④ | D | \$ 26.2 |
| | | | | | | | 107,642 ⑤ |
| Common Stock | 03/25/2014 | | M | | 4,617 | A | ② |
| | | | | | | | 112,259 ⑤ |
| Common Stock | 03/25/2014 | | F | | 1,614 ④ | D | \$ 26.2 |
| | | | | | | | 110,645 ⑤ |
| Common Stock | 03/25/2014 | | M | | 11,832 | A | ③ |
| | | | | | | | 122,477 ⑤ |

Common Stock 03/25/2014 F 4,964⁽⁴⁾ D \$ 26.2 117,513 ⁽⁵⁾ D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Stock Units | <u>(1)</u> | 03/25/2014 | | M | 7,110 | <u>(1)</u> <u>(1)</u> | Common Stock | 7,110 |
| Performance Stock Units | <u>(2)</u> | 03/25/2014 | | M | 4,617 | <u>(2)</u> <u>(2)</u> | Common Stock | 4,617 |
| Performance Stock Units | <u>(3)</u> | 03/25/2014 | | M | 11,832 | <u>(3)</u> <u>(3)</u> | Common Stock | 11,832 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| BAKER LEIGHANNE G 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | Executive VP and CHRO |

Signatures

William Langston, By Power of Attorney on behalf of LeighAnne Baker

03/27/2014

**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).

(1)

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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% 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.

- (3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2012 and the amount of Performance Stock Units eligible for vesting was based on achievement of financial performance goals during combined 2012 - 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.

- (4) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

- (5) Includes 8,528 shares acquired through the Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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