

HERTZ GLOBAL HOLDINGS INC
Form 4/A
February 05, 2008

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 *
MERRILL LYNCH & CO INC

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2007

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

4 WORLD FINANCIAL CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/17/2007

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

NEW YORK, NY 10080

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/15/2007 | | S | | 200 <u>(1)</u> D \$ 22.7 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(16)</u> |
| Common Stock | 08/17/2007 | | P | | 6,300 <u>(9)</u> A \$ 21.0927 | I | See footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u> |
| Common Stock | 08/28/2007 | | S | | 1,400 <u>(9)</u> D \$ 22.1543 | I | See footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(12)</u> |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---|------------|--|---|---|---------------|
| | | | | | | | | | (7) (10) (12) |
| Common Stock | 08/28/2007 | S | 700 <u>(9)</u> | D | \$ 22.18 | 39,143,796 <u>(2) (4) (5) (6) (7) (10) (13)</u> | I | See footnotes <u>(2) (4) (5) (6) (7) (10) (13)</u> | |
| Common Stock | 09/07/2007 | S | 1,400 <u>(9)</u> | D | \$ 21.5379 | 39,142,396 <u>(2) (4) (5) (6) (7) (10) (14)</u> | I | See footnotes <u>(2) (4) (5) (6) (7) (10) (14)</u> | |
| Common Stock | 09/10/2007 | S | 1,100 <u>(9)</u> | D | \$ 21.61 | 39,141,296 <u>(2) (4) (5) (6) (7) (10) (15)</u> | I | See footnotes <u>(2) (4) (5) (6) (7) (10) (15)</u> | |
| Common Stock | 09/13/2007 | P | 2 <u>(1)</u> | A | \$ 19.99 | 39,141,298 <u>(2) (4) (5) (7) (10) (15) (16) (17)</u> | I | See footnotes <u>(2) (4) (5) (7) (10) (15) (16) (17)</u> | |
| Common Stock | 09/14/2007 | S | 2 <u>(1)</u> | D | \$ 19.86 | 39,141,296 <u>(2) (4) (5) (7) (10) (15) (16) (18)</u> | I | See footnotes <u>(2) (4) (5) (7) (10) (15) (16) (18)</u> | |
| Common Stock | 09/17/2007 | P | 122 <u>(1)</u> | A | \$ 19.83 | 39,141,418 <u>(2) (4) (5) (7) (10) (15) (16) (19)</u> | I | See footnotes <u>(2) (4) (5) (7) (10) (15) (16) (19)</u> | |
| Common Stock | 09/17/2007 | S | 103 <u>(1)</u> | D | \$ 19.82 | 39,141,315 <u>(2) (4) (5) (7) (10) (15) (16) (20)</u> | I | See footnotes <u>(2) (4) (5) (7) (10) (15) (16) (20)</u> | |
| Common Stock | 09/20/2007 | S | 500 <u>(9)</u> | D | \$ 21.8 | 39,140,815 <u>(2) (4) (5) (7) (10) (20) (21)</u> | I | See footnotes <u>(2) (4) (5) (7) (10) (20) (21)</u> | |

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.

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(9-02)

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | X | X | | |

Signatures

Merrill Lynch & Co., Inc. By Frank
Marinaro 02/05/2008

__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) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.
- (2) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings Inc.
- (3) As of the transaction date, 32,142,037 shares were owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE Ltd. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (4) As of the transaction date, 3,872,549 shares were owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (5) As of the transaction date, 3,101,137 shares were owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. *See* footnote 3.
- (6) As of the transaction date, 28,633 shares were owned directly by MLPFS.
- (7) Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV

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Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.

- (8) As of the transaction date, Merrill Lynch Financial Markets, Inc. ("MLFM"), a direct, wholly-owned subsidiary of ML&Co., Inc., had a direct ownership position that was short 6,300 shares.
- (9) Reflects transactions executed by MLFM at clients' request.
- (10) 32,143,577 shares were owned directly by MLGPE after grants reported on Form 4 filed on 8/21/2007.
- (11) No shares were owned directly by MLFM as of 8/17/2007.
- (12) MLFM's direct ownership was short 1,400 shares as of 8/28/2007.
- (13) MLFM's direct ownership was short 2,100 shares as of 8/28/2007.
- (14) MLFM's direct ownership was short 3,500 shares as of 9/7/2007
- (15) MLFM's direct ownership was short 4,600 shares as of 9/10/2007.
- (16) The Reporting Person disclaims that this transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to this transaction.
- (17) 28,635 shares were owned directly by MLPFS as of 9/13/2007.
- (18) 28,633 shares were owned directly by MLPFS as of 9/14/2007.
- (19) 28,755 shares were owned directly by MLPFS as of 9/17/2007.
- (20) 28,652 shares were directly owned by MLPFS as of the transaction date.
- (21) MLFM's direct ownership was short 5,100 shares as of 9/20/2007.

Remarks:

This Amended Form 4 is being filed to amend the Form 4 Amendment originally filed on 10/17/2007 (the "10/17/2007 Amended Form 4").

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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