HERTZ GLOBAL HOLDINGS INC

Form 4 July 28, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

Washington, D.C. 20549

Number: January 31, Expires: 2005

Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 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 * BANK OF AMERICA CORP /DE/

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HERTZ GLOBAL HOLDINGS INC

(Check all applicable)

[HTZ]

05/25/2011

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

_X__ 10% Owner _ Other (specify

BANK OF AMERICA CORPORATE CENTER, 100 N **TRYON ST**

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHARLOTTE, NC 28255

(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. Securion(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	05/25/2011		P	101 (2)	` /	\$ 15.52	29,884,643 (3) (4) (5) (6) (7) (8)	I	See Footnotes (1) (12) (13)
Common Stock	06/09/2011		P	96 (2)	A	\$ 14.541	29,892,119 (3) (4) (5) (6) (9) (10)	I	See Footnotes (1) (12) (13)
Common Stock	06/28/2011		S	197 (2)	D	\$ 15.24	29,891,922 (3) (4) (5) (6) (9) (11)	I	See Footnotes (1) (12) (13)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	-				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
				Exercisable Date	•	Title Number						
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER						
100 N TRYON ST	X	X				
CHARLOTTE, NC 28255						

Signatures

/s/ Margaret E. Nelson, Authorized Signatory for Bank of America 07/28/2011

**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) This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with agency brokerage trades made on behalf of clients of MLPFS.
- In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. BAC disclaims such 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 such transaction.

Reporting Owners 2

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- 24,481,476 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"). MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPE"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC. MLGPE Ltd., as the general partner of MLGPE has decision making power over the voting and disposition of shares of partfelio investments of MLGPE including
- owned subsidiary of Merrill Lynch & Co., Inc. (ML&Co.), which is a wholly owned subsidiary of BAC. MLGPE Ltd., as the general partner of MLGPE, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPE, including MLGPE's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.
- 2,949,860 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is
 (5) Merrill Lynch Ventures, L.L.C. ("MLV LLC"), a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co.
- (6) 2,362,247 shares are owned directly by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), whose sole managing member is MLGPE.
- (7) 59,251 shares are owned directly by Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc"), which is a wholly owned subsidiary of ML IBK Positions, Inc., which is a wholly owned subsidiary of ML Group.
- (8) 31,809 shares are owned by MLPFS.
- (9) 66,631 shares are owned directly by MLGPE Inc.
- (10) 31,905 shares are owned by MLPFS.
- (11) 31,708 shares are owned by MLPFS.
 - Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz
- (12) Co-Investor LLC, MLPFS and MLGPE Inc (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
 - 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 Coinvestment L.P.,
- (13) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC-Hertz Partners, L.P. and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.

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.