

Taride Michel
Form 4
March 09, 2012

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 *
Taride Michel

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)

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

EVP and Pres. of Hertz Europe

HERTZ HOUSE, 11 VINE STREET

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 Person

(Street)

UXBRIDGE,
MIDDLESEX, X0 UB8 1QE

(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)	Price		
				Code	V	Amount	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr. 3)		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Price Vesting Units	(1) (2)	03/06/2012	A	40,414		(1)(2)	(1)(2)	Common Stock	40,414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taride Michel HERTZ HOUSE 11 VINE STREET UXBRIDGE, MIDDLESEX, X0 UB8 1QE			EVP and Pres. of Hertz Europe	

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Michel Taride 03/09/2012

__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 Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the third and fourth anniversaries of the date of grant, respectively. The first tranche will vest on March 6, 2015, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$16.5899; if such 20 day average is less than \$16.5899 but greater than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited. The second tranche will vest on March 6, 2016, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$18.0325; if such 20 day average is less than \$18.0325 but greater than \$14.4260, [CONTINUED IN FOOTNOTE 2]
- (1) [CONTINUED FROM FOOTNOTE 1] then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited.
- (2) [CONTINUED FROM FOOTNOTE 1] then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited.

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.