

HERTZ GLOBAL HOLDINGS INC
Form 4/A
January 24, 2013

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 *
ML Global Private Equity Fund, L.P.

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)

06/18/2007

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

4 WORLD FINANCIAL CENTER,
23RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/20/2007

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 | Price | |
| Common Stock ⁽¹⁾ ₍₂₎ | 06/18/2007 | | S | 9,356,941 | D | \$ 21.47 | 32,142,037 _{(3) (4) (5)} D |
| Common Stock | 06/18/2007 | | S | 902,863 | D | \$ 21.47 | 3,101,137 I See Footnotes <u>(5)</u> <u>(6)</u> |
| Common Stock | 06/18/2007 | | S | 5,637,255 | D | \$ 21.47 | 19,362,745 I See Footnotes <u>(5)</u> <u>(7)</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)

| 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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| MERRILL LYNCH GROUP, INC. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |

Signatures

| | |
|---|------------|
| ML Global Private Equity Fund, L.P., By: MLGPE Ltd., its general partner, By: Jeffrey M. Atkins, President and Managing Director | 01/22/2013 |
| __Signature of Reporting Person | Date |
| MLGPE Ltd., By: Jeffrey M. Atkins, President and Managing Director | 01/22/2013 |
| __Signature of Reporting Person | Date |
| ML Global Private Equity Partners, L.P., By: Merrill Lynch GP, Inc., its general partner, By: /s/ Martin J. McInerney, Vice President and Treasurer | 01/22/2013 |
| __Signature of Reporting Person | Date |
| Merrill Lynch GP, Inc., By: /s/ Martin J. McInerney, Vice President and Treasurer | 01/22/2013 |
| __Signature of Reporting Person | Date |
| Merrill Lynch Group, Inc., By: Ileana C. Stone, as Attorney-in-Fact | 01/22/2013 |
| __Signature of Reporting Person | Date |
| Merrill Lynch & Co., Inc., By: Lawrence Emerson, as Attorney-in-Fact | 01/22/2013 |
| __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 amendment is being filed by each of Merrill Lynch & Co., Inc. ("Merrill Lynch"), Merrill Lynch Group Inc. ("ML Group"), Merrill Lynch GP, Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd. and ML Global Private Equity Fund, L.P. ("MLGPE") (collectively, the "Reporting Persons") to correct the amount of securities beneficially owned by the Reporting Persons following the transactions reported in Table I of the Form 4 filed by the Reporting Persons on June 20, 2007 and amended on June 21, 2007 (the "Original Filing") and to report the sale of shares by CMC-Hertz Partners, L.P. ("CMC LP") that were omitted from the Original Filing. (Continued in footnote 2)

(2) This amendment also includes certain transactions in shares directly held by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP") that were previously reported on a separate Form 4 filed on June 20, 2007. As described in more detail in the footnotes below, each of Merrill Lynch, ML Group, ML GP, MLGPEP, MLGPE Ltd. and MLGPE may be deemed to indirectly beneficially own the shares held by CMC LP and Hertz Co-Investor LP. The business address for each of the Reporting Persons is 4 World Financial Center, 23rd Floor, New York, NY 10080.

(3) Represents shares held directly by MLGPE. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of Merrill Lynch.

(4) Pursuant to the Stockholders Agreement, dated December 21, 2005, as it 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., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC LP and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer.

(5) Each of Merrill Lynch, ML Group, ML GP, MLGPEP, MLGPE Ltd., MLGPE, ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), Hertz Co-Investor LP, CMC-Hertz General Partner, L.L.C. ("CMC GP") and CMC LP disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

(6) Represents shares held directly by Hertz Co-Investor LP, a limited partnership whose general partner is Hertz Co-Investor LLC, whose sole managing member is MLGPE.

(7) Represents shares held directly by CMC LP that were inadvertently omitted from the Reporting Persons' previously filed Section 16 reports. CMC GP is the sole general partner of CMC LP and may be deemed to beneficially own the shares directly owned by CMC LP. MLGPE is a member of CMC GP and therefore MLGPE and each of Merrill Lynch, ML Group, ML GP, MLGPEP and MLGPE, Ltd. may be deemed to have indirect beneficial ownership over such shares.

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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