COHEN PETER A

Form 4

March 08, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ramius LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

Essex Rental Corp. [ESSX] 3. Date of Earliest Transaction

(Check all applicable)

599 LEXINGTON AVENUE, 20TH

(Month/Day/Year) 03/04/2010

Director Officer (give title below)

_X__ 10% Owner _ Other (specify

FLOOR

(Street)

(First)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

NEW YORK, NY 10022

(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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		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, \$.0001 par value (1) (2)	03/04/2010		S	21,180	D	\$ 6	955,250	I	By Ramius Enterprise Master Fund Ltd (3) (4)	
Common Stock, \$.0001 par value (1) (2)	03/08/2010		S	31,770	D	\$ 6.4	923,480	I	By Ramius Enterprise Master Fund Ltd (3) (4)	
Common Stock,	03/04/2010		S	3,830	D	\$6	172,770	I	By Ramius Private	

Edgar Filing: COHEN PETER A - Form 4

\$.0001 par value (1) (2)								Select Ltd
Common Stock, \$.0001 par value (1) (2)	03/08/2010	S	5,745	D	\$ 6.4	167,025	I	By Ramius Private Select Ltd
Common Stock, \$.0001 par value (1) (2)	03/04/2010	S	1,090	D	\$ 6	48,910	I	By Ramius Select Equity Fund LP (6)
Common Stock, \$.0001 par value (1) (2)	03/08/2010	S	1,625	D	\$ 6.4	47,285	I	By Ramius Select Equity Fund LP (6)
Common Stock, \$.0001 par value (1) (2)	03/04/2010	S	23,900	D	\$ 6	1,078,130	I	By RCG Baldwin, L.P. (7)
Common Stock, \$.0001 par value (1) (2)	03/08/2010	S	35,860	D	\$ 6.4	1,042,270	I	By RCG Baldwin, L.P. (7)

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.

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 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. Transa Code (Instr.	ection	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Post of the Original Nation (Addition	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Ramius LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022		X					
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses			
STARK MORGAN B C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses			
STRAUSS THOMAS W C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses			
SOLOMON JEFFREY M C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses			
COWEN GROUP, INC. 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X					
RCG HOLDINGS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X					
C4S & CO LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X					
Signatures							
By: Ramius LLC; By: /s/ Owen S. Littman, Au	Signatory		03/08/2010				
**Signature of R	son		Date				
By: /s/ Owen S. Littman, as Attorney in Fact for	or Peter A	. Cohen		03/08/2010			
**Signature of R				Date			
By: /s/ Owen S. Littman, as Attorney in Fact for		03/08/2010					

Reporting Owners 3

Date

03/08/2010

Date

**Signature of Reporting Person

**Signature of Reporting Person

By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss

Edgar Filing: COHEN PETER A - Form 4

By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon 03/08/2010 **Signature of Reporting Person Date By: Cowen Group, Inc.; By: /s/ Owen S. Littman, Authorized Signatory 03/08/2010 **Signature of Reporting Person Date By: RCG Holdings LLC; By: /s/ Owen S. Littman, Authorized Signatory 03/08/2010 **Signature of Reporting Person Date By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M.

Solomon, as Managing Member

03/08/2010

**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 Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.
- Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Private Select Ltd, Ramius Select Equity Fund LP and RCG Baldwin, L.P.) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen
- (3) Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the majority shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
- (Continued from previous footnote) As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
 - Shares of Common Stock beneficially owned by Ramius Private Select Ltd (Private Select). As the sole member of Ramius Advisors, the investment advisor of Private Select, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially
- (5) owned by Private Select. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select.
 - Shares of Common Stock beneficially owned by Ramius Select Equity Fund LP (Select Equity Fund). As the sole member of Ramius Advisors, the general partner of Select Equity Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of
- Common Stock beneficially owned by Select Equity Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund.
 - Shares of Common Stock beneficially owned by RCG Baldwin, L.P. (Baldwin). As the sole member of Ramius Advisors, the general partner of Baldwin, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the
- (7) majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin.

Signatures 4

Edgar Filing: COHEN PETER A - 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. 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.