

HERTZ GLOBAL HOLDINGS INC

Form 4

April 07, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

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)

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

CHARLOTTE, NC 28255

(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	03/07/2011		P		49 ⁽²⁾	A \$ 14.803	39,202,323 ^{(3) (4) (5) (6) (7)}	I	See Footnotes ^{(1) (9) (10)}
Common Stock	03/08/2011		S		49 ⁽²⁾	D \$ 15.16	39,202,274 ^{(3) (4) (5) (6) (8)}	I	See Footnotes ^{(1) (9) (10)}

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 10)
				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
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X X

Signatures

/s/ Margaret E. Nelson, Authorized Signatory for Bank of America 04/07/2011

 **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.
- (2) 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 trades made on behalf of clients of MLPFS.
- (3) 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.
- (4) 32,196,880 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. ("MLGPEP"), 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.

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- 3,872,549 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) 3,101,137 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) 31,757 shares are owned by MLPFS.
- (8) 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
- (9) Co-Investor LLC, MLPFS and MLGPEI (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.,
- (10) 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.

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