

Deaver W Scott
Form 4
January 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
Deaver W Scott

2. Issuer Name and Ticker or Trading Symbol
AVIS BUDGET GROUP, INC.
[CAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6 SYLVAN WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP, Strategy

PARSIPPANY, NJ 07054

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

(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 | 01/25/2013 | | M ⁽¹⁾ | | 8,102 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 01/25/2013 | | F ⁽²⁾ | | 3,155 | D | \$ 21.99 |
| Common Stock | 01/26/2013 | | M ⁽¹⁾ | | 8,107 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 01/26/2013 | | F ⁽⁴⁾ | | 2,998 | D | \$ 21.99 |
| Common Stock | 01/27/2013 | | M ⁽¹⁾ | | 10,119 | A | \$ 0 ⁽¹⁾ |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|---------------------|---------|---|
| Common Stock | 01/27/2013 | F ⁽⁶⁾ | 3,741 | D | \$ 21.99 | 93,331 | D |
| Common Stock | 01/27/2013 | M ⁽¹⁾ | 13,010 | A | \$ 0 ⁽¹⁾ | 106,341 | D |
| Common Stock | 01/27/2013 | F ⁽⁸⁾ | 4,810 | D | \$ 21.99 | 101,531 | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/25/2013 | | M ⁽¹⁾ | | 8,102 | ⁽³⁾ | ⁽¹⁰⁾ | Common Stock 8,102 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/26/2013 | | M ⁽¹⁾ | | 8,107 | ⁽⁵⁾ | ⁽¹⁰⁾ | Common Stock 8,107 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/27/2013 | | M ⁽¹⁾ | | 10,119 | ⁽⁷⁾ | ⁽¹⁰⁾ | Common Stock 10,119 |
| Performance Based Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/27/2013 | | M ⁽¹⁾ | | 13,010 | ⁽⁹⁾ | ⁽¹⁰⁾ | Common Stock 13,010 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Deaver W Scott 6 SYLVAN WAY PARSIPPANY, NJ 07054 | | | EVP, Strategy | |

Signatures

Jean M. Sera, by Power of Attorney for W. Scott
Deaver

01/29/2013

__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) Represents restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 8,102 shares of restricted stock units.
- (3) Original grant vests in three equal installments on January 25, 2013, 2014 and 2015.
- (4) Represents tax withholdings in connection with the vesting of 8,107 shares of restricted stock units.
- (5) Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
- (6) Represents tax withholdings in connection with the vesting of 10,119 shares of restricted stock units.
- (7) Original grant vests in three equal installments on January 27, 2011, 2012 and 2013.
- (8) Represents tax withholdings in connection with the vesting of 13,010 shares of performance based restricted stock units.
- (9) 100% of the units vested on the third anniversary of the date of grant upon the Company's achievement of certain average price-per share performance goals.
- (10) Expiration date not applicable.

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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