

HERTZ GLOBAL HOLDINGS INC  
Form 4/A  
March 17, 2011

**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 \*  
FRISSORA MARK 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)  
225 BRAE BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CEO and Chairman of the Board

PARK RIDGE, NJ 07656

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/08/2011

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	03/04/2011		M	81,435 <u>A</u> <u>(1)</u>	1,446,348	I	By Mark P. Frissora Revocable Trust
Common Stock	03/04/2011		F	37,746 <u>D</u> <u>(2)</u> \$ 14.99	1,408,602	I	By Mark P. Frissora Revocable Trust
Common Stock					350,000	I	By Jennifer Frissora Revocable Trust

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Common Stock	785	I	By Daughter
Common Stock	10,791 <sup>(4)</sup>	D	

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Stock Units	<sup>(3)</sup>	03/04/2011		M	81,435	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	81,435

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			CEO and Chairman of the Board	

## Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Mark P. Frissora  
 Frissora  
 \*\*Signature of Reporting Person  
 03/17/2011  
 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)

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Represents shares issued to the reporting person in respect of the vesting of the first tranche of Performance Stock Units issued on February 28, 2011.

- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

- (3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in three tranches, contingent upon the recipient's continued employment. The first and second tranches will consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first tranche vested on March 4, 2011, the second tranche will vest on March 4, 2012 and the third tranche will vest on March 4, 2013.

- (4) Shares acquired through Employee Stock Purchase Plan.

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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