

HERTZ GLOBAL HOLDINGS INC
Form 4
May 11, 2011

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 *
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)
100 N TRYON ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2011

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

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

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 or Price					
Common Stock	05/02/2011		S		300 ⁽²⁾	D	\$ 17.16	29,884,242 ^{(3) (4) (5) (6) (7)}	I	See Footnotes (1) (11) (12)
Common Stock	05/03/2011		P		1,000 ⁽²⁾	A	\$ 17.01	29,885,242 ^{(3) (4) (5) (6) (8)}	I	See Footnotes (1) (11) (12)
Common Stock	05/03/2011		S		1,000 ⁽²⁾	D	\$ 16.84	29,884,242 ^{(3) (4) (5) (6) (9)}	I	See Footnotes (1) (11) (12)
Common Stock	05/06/2011		P		300 ⁽²⁾	A	\$ 17.1	29,884,542 ^{(3) (4) (5) (6)}	I	See Footnotes

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deemed an admission that those sections apply to such transaction.

24,540,727 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. MLGPE Ltd., as the general partner of MLGPE, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPE, including MLGPE's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.

- (4) 24,540,727 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. MLGPE Ltd., as the general partner of MLGPE, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPE, including MLGPE's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.
- (5) 2,949,860 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is 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) 2,362,247 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) 31,408 shares are owned by MLPFS.
- (8) 32,408 shares are owned by MLPFS.
- (9) 31,408 shares are owned by MLPFS.
- (10) 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 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.

- (11) Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz 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.
- (12) 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., 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. 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.