

Flannery Matthew John
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Flannery Matthew John

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O UNITED RENTALS, INC., 100
FIRST STAMFORD PLACE,
SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2018

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & Chief Operating Officer

(Street)
STAMFORD, CT 06902

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/06/2018		F	608 ⁽¹⁾	D	\$ 184.99	34,489 D
Common Stock	03/06/2018		A	1,383 ⁽²⁾	A	\$ 184.99	35,872 D
Common Stock	03/06/2018		F	682 ⁽³⁾	D	\$ 184.99	35,190 D
Common Stock	03/06/2018		A	3,568 ⁽⁴⁾	A	\$ 184.99	38,758 D
Common Stock	03/07/2018		F	1,235 ⁽¹⁾	D	\$ 181.35	37,523 D

Edgar Filing: Flannery Matthew John - Form 4

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. 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 (Instr. 3 and 4)
				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

Flannery Matthew John
C/O UNITED RENTALS, INC.
100 FIRST STAMFORD PLACE, SUITE 700
STAMFORD, CT 06902

EVP & Chief Operating Officer

Signatures

/s/ Alison M. Walsh,
Attorney-in-fact

03/08/2018

__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) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of restricted stock units granted and previously reported on Form 4.
 - (2) Represents 2017 annual bonus payable in the form of unrestricted common stock.
 - (3) Securities disposed of represent shares withheld for tax purposes in connection with award of 2017 annual bonus.
- These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances,
- (4) one-third of the units are scheduled to vest on each of March 6, 2019, March 6, 2020 and March 6, 2021. Units are settled with shares of common stock on a one-for-one basis upon vesting.

Edgar Filing: Flannery Matthew John - 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.