

Stuart Robert J
Form 4
March 01, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stuart Robert J

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)
02/26/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. V.P., Global Sales

PARK RIDGE, NJ 07656

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	02/26/2011		M	36,513 (1)	\$ 71,379	D	
Common Stock	02/26/2011		F	14,003 (2)	\$ 57,376 15.14	D	

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Units	(3)	02/26/2011		M	36,513	(3) (3)	Common Stock
Performance Stock Units	(4)	02/28/2011		A	29,316	(4) (4)	Common Stock
Employee Stock Options (right to purchase)	\$ 14.6	03/01/2011		A	46,282	(5) 03/01/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stuart Robert J 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	Sr. V.P., Global Sales

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Robert J. Stuart

03/01/2011

__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) Represents shares issued to the reporting person in respect of the vesting of the second tranche of Performance Stock Units issued on February 26, 2009.
- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in three tranches. The first tranche, consisting of 25% of the grant, vested on February 26, 2010, which was the first anniversary of the date of grant. Vesting was contingent upon (a) the Recipient's continued employment and (b) satisfaction of the consolidated leverage

- (3) ratio covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. Following vesting of the first tranche, the second and third tranches will vest on the second and third anniversaries of the date of grant contingent only upon the Recipient's continued employment. The second tranche consisted of 25% of the grant and the third tranche will consist of 50% of the grant.

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- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance units vest in three tranches, contingent upon the Recipient's continued employment. The first and second tranches will each consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first tranche will vest on March 4, 2011, the second tranche will vest on March 4, 2012 and the third tranche will vest on March 4, 2013.
- (4)
- (5) The options will vest in four equal installments on the first through fourth anniversaries of the grant date. The first installment will become exercisable on March 1, 2012.

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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