Broome Richard D Form 4 March 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Broome Richard D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

HERTZ GLOBAL HOLDINGS INC

(Check all applicable)

[HTZ]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

(Zip)

03/01/2012

(Month/Day/Year)

below) Senior Vice President

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

THE HERTZ CORPORATION, 225 **BRAE BOULEVARD**

(State)

(Street) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PARK RIDGE, NJ 07656

(City)

| | | | | | | | · · · · · · · · · · · · · · · · · · · | | • |
|------------------------|--------------------------------------|------------------|------------|------------|-----|----------------|---|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | | 3. | 4. Securit | | equired (A) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | (Month/Day/Tear) | any | Code | (Instr. 3, | | ` ′ | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned Following | Direct (D) or Indirect | Ownership (Instr. 4) |
| | | | | | (A) | | Reported | (I) | (1110111 1) |
| | | | | | or | | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| C | | | Code V | Amount | (D) | Price | (====================================== | | |
| Common Stock | 03/01/2012 | | M | 95,000 | A | \$ 4.56 | 182,632 | D | |
| Common | | | | | | \$ | | | |
| Stock | 03/01/2012 | | S | 95,000 | D | 14.7398 (1) | 87,632 | 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 or 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) | |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 4.56 | 03/01/2012 | | M | 20,000 | (2) | 05/05/2016 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 4.56 | 03/01/2012 | | M | 75,000 | (3) | 05/18/2016 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Returniships | | | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

Broome Richard D THE HERTZ CORPORATION 225 BRAE BOULEVARD PARK RIDGE, NJ 07656

Senior Vice President

Date

Relationshins

Signatures

Stuart M. Geschwind, By Power of Attorney on Behalf of Richard D.

Broome 03/02/2012

**Signature of Reporting Person

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) The reported sale price is a weighted average. The range of prices per share was \$14.72 to \$14.7517.
- Options to purchase 20,000 shares were issued to the Reporting Person on May 5, 2006. The options vested in five equal annual installments (4,000 per year) on the first through fifth anniversaries of the grant date.
- Options to purchase 75,000 shares were issued to the Reporting Person on May 18, 2006. The options vested in five equal annual installments (15,000 per year) on the first through fifth anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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