HERTZ GLOBAL HOLDINGS INC

Form 4/A March 02, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

0.5

1(b).

(Print or Type Responses)

(11mi or 1)pe	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) BANK AMERICA CORPORATE CENTER, 100 N TRYON ST			3. Date of Earliest Transaction (Month/Day/Year) 11/30/2010			X Director Officer (give t below)	ittleOth	% Owner er (specify	
CENTER,	IOUNIKIONS) 1							
	(Street)		4. If Am	endment, D	Date Original	6. Individual or Joi	int/Group Fili	ng(Check	
			Filed(Mo	onth/Day/Yea 2010	ar)	Applicable Line) _X_ Form filed by O			
CHARLOT	TE, NC 28255					Form filed by M Person	ore than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of,	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. Transaction Code	4. Securities Acquired (A pror Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial	

						-	′ <u>•</u>		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
									See
Common Stock	11/30/2010		P	1,300 (4) (5)	A	\$ 10.7485	39,183,155 (6) (7) (8) (9)	I	Footnotes (1) (2) (3)
									(10) (11)

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)

9. Nt Deriv Secu Bene Own Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting o macrimate, reduces	Director	10% Owner	Officer	Other	
BANK OF AMERICA CORP/DE/ BANK AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X			
Signatures					

/s/ Margaret E. Nelson, Authorized Signatory

03/02/2012

**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).
- This amendment is being filed to correct the amount of securities beneficially owned following the transactions reported in Table I of the **(1)** Form 4 filed on December 21, 2010. Other than as described in footnote 2, there are no other changes from the information originally reported.
- This amendment is being filed to include a transaction omitted from Table I of the Form 4 filed on December 21, 2010. The 1,300 shares **(2)** disposed of in this transaction were not reflected in the amounts of securities beneficially owned reported on such Form 4.
- This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank **(3)** holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer **(4)** and subsidiary of BAC, to correct errors made in connection with trades made on behalf of clients of MLPFS.
- In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that **(5)** such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.
- 32,187,417 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

Reporting Owners 2

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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.

- 3,872,549 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.
- (8) 3,101,137 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.
- (9) 22,052 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
- (10) 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.
 - 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.,
- (11) 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.