

HERTZ GLOBAL HOLDINGS INC  
Form 4  
March 27, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Kapur Jatindar

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)  
03/25/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr VP, Finance and Controller

PARK RIDGE, NJ 07656

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or Price (D)                                                                       |                                                          |                                   |
| Common Stock                    | 03/25/2014                           |                                                    | M                              |                                                                   | 3,232 A \$ 0 (3)                                                                              | 68,742 (2)                                               | D                                 |
| Common Stock                    | 03/25/2014                           |                                                    | F                              |                                                                   | 1,111 (1) D \$ 26.2                                                                           | 67,631 (2)                                               | D                                 |
| Common Stock                    | 03/25/2014                           |                                                    | M                              |                                                                   | 2,098 A \$ 0 (4)                                                                              | 69,729 (2)                                               | D                                 |
| Common Stock                    | 03/25/2014                           |                                                    | F                              |                                                                   | 721 (1) D \$ 26.2                                                                             | 69,008 (2)                                               | D                                 |

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.

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(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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Performance Stock Units                    | (3)                                                    | 03/25/2014                           |                                                    | M                              | 3,232                                                                                   | (3) (3)                                                  | Common Stock                                                  | 3,232                         |
| Performance Stock Units                    | (4)                                                    | 03/25/2014                           |                                                    | M                              | 2,098                                                                                   | (4) (4)                                                  | Common Stock                                                  | 2,098                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                               |       |
|--------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                       | Other |
| Kapur Jatindar<br>225 BRAE BOULEVARD<br>PARK RIDGE, NJ 07656 |               |           | Sr VP, Finance and Controller |       |

## Signatures

William Langston, By Power of Attorney on behalf of Jatindar Kapur  
 Signature of Reporting Person: \_\_\_\_\_ Date: 03/27/2014

## 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) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.
- (2) Includes 1,756 shares acquired through Employee Stock Purchase Plan, 5,541 unvested Restricted Stock Units and 7,000 shares that are jointly owned by the Reporting Person and his spouse.
- (3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013 - 2014. The Performance Stock Units vest in three tranches, with 33 1/3%

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of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013 - 2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

- (4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

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.