

HERTZ GLOBAL HOLDINGS INC
Form 3
January 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BANK OF AMERICA CORP /DE/ | | (Month/Day/Year) | HERTZ GLOBAL HOLDINGS INC [HTZ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| BANK OF AMERICA CORPORATE CENTER,Â 100 N TRYON ST | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| CHARLOTTE,Â NCÂ 28255 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|
| Common Stock, par value \$0.01 per share | 39,156,398 | I | See footnotes. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|--|----------------------------|------------------------------|---|-------------------|
| Stock Option (Right to Buy) | 01/02/2007 | 01/02/2017 | Common Stock, par value \$0.01 per share | 2,090 | \$ 17.39 | I | See footnote. (6) |
| Stock Option (Right to Buy) | 05/17/2007 | 05/17/2017 | Common Stock, par value \$0.01 per share | 6,474 | \$ 21.87 | I | See footnote. (6) |
| Stock Option (Right to Buy) | 05/15/2008 | 05/15/2018 | Common Stock, par value \$0.01 per share | 38,136 | \$ 14.21 | I | See footnote. (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255 | ^ X | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Charles F. Bowman, Senior Vice President | 01/09/2009 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Bank of America Corporation ("Bank of America") is an indirect beneficial owner of the reported securities. The indirect interest in the reported securities was obtained pursuant to an Agreement and Plan of Merger, dated as of September 15, 2008 (the "Merger Agreement") whereby a wholly owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc. ("Merrill Lynch"). Merrill Lynch is now a wholly owned subsidiary of Bank of America.
 - (2) Bank of America through its subsidiaries and affiliates, Merrill Lynch, Merrill Lynch, Pierce, Fenner & Smith Incorporated, ML Hertz Co-Investor, L.P., ML Global Private Equity Fund, L.P. and Merrill Lynch Ventures LP 2001, reports indirect beneficial ownership of 39,156,398 shares of the Issuer's Common Stock.
 - (3) The shares of Common Stock are held indirectly by Bank of America through its subsidiaries as follows: ML Hertz Co-Investor, L.P., 3,101,137 shares of Common Stock; ML Global Private Equity Fund, L.P. 32,160,660 shares of Common Stock; Merrill Lynch Ventures

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LP 2001 3,872,549 shares of Common Stock; and Merrill Lynch, Pierce, Fenner & Smith Incorporated 22,052 shares of Common Stock.

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.,

- (4) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., ML Global Private Equity Fund, L.P. has the right to designate two members to the board of directors of the Issuer.

- (5) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of the securities covered by this statement except to the extent of its pecuniary interest therein.

- (6) The options were granted to ML Global Private Equity Fund, L.P. as assignee of compensation payable to George Bitar and Robert End for services as directors of the Issuer. Messrs. Bitar and End are both employees of an affiliate of ML Global Private Equity Fund, L.P. Accordingly, Bank of America reports indirect beneficial ownership of 46,700 stock options to buy the Issuer's Common Stock.

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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