

CASE STEPHEN M
Form 4
August 09, 2012

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 *
CASE STEPHEN M

2. Issuer Name and Ticker or Trading Symbol
ZIPCAR INC [ZIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1717 RHODE ISLAND AVENUE,
N.W., 10TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

WASHINGTON, DC 20036

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/07/2012 | | P | | 112,900 | A | \$ 7.55 (1) | 112,900 | I | See Footnote (2) |
| Common Stock | 08/08/2012 | | P | | 89,600 | A | \$ 7.83 (3) | 202,500 | I | See Footnote (2) |
| Common Stock | 08/09/2012 | | P | | 63,476 | A | \$ 7.74 (4) | 265,976 | I | See Footnote (2) |
| Common Stock | | | | | | | | 6,352,175 | I | See Footnote |

| | | | |
|--------------|---------|---|-------------------------|
| Common Stock | 250,000 | I | (5) See Footnote (6) |
| Common Stock | 250,000 | I | See Footnote (7) |

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CASE STEPHEN M 1717 RHODE ISLAND AVENUE, N.W. 10TH FLOOR WASHINGTON, DC 20036 | X | X | | |

Signatures

/s/ SONG H. PAK, attorney-in-fact for Stephen M. Case

08/09/2012

__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).

(1) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$7.13 to \$7.70 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(2) Shares held directly by the Stephen M. Case Revocable Trust under agreement, dated December 17, 1998, as amended (the "Trust"). Mr. Case serves as the sole trustee of the Trust and has the sole power to direct the vote and disposition of the shares held by the Trust.

(3) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$7.70 to \$7.90 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(4) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$7.67 to \$7.80 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(5) Shares held directly by Revolution Living LLC ("RL"), an entity controlled by Mr. Case. Mr. Case is the Chairman, Chief Executive Officer and President of RL and has the sole power to direct the vote and disposition of the shares held by RL.

(6) Shares held directly by Revolution Living II LLC ("RL II"), a wholly-owned subsidiary of RL. Mr. Case is the Chairman, Chief Executive Officer and President of RL and RL II and has the sole power to direct the vote and disposition of the shares held by RL II. On the reporting person's most recent filing on Form 4 reporting beneficial ownership of non-derivative securities, these shares were reported as directly owned by RL. Subsequent to such filing, RL contributed the shares to RL II, which merely constituted a change in form of indirect beneficial ownership and, therefore, did not require a Section 16 filing.

(7) Shares held directly by Revolution Living III LLC ("RL III"), a wholly-owned subsidiary of RL. Mr. Case is the Chairman, Chief Executive Officer and President of RL and RL III and has the sole power to direct the vote and disposition of the shares held by RL III. On the reporting person's most recent filing on Form 4 reporting beneficial ownership of non-derivative securities, these shares were reported as directly owned by RL. Subsequent to such filing, RL contributed the shares to RL III, which merely constituted a change in form of indirect beneficial ownership and, therefore, did not require a Section 16 filing.

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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