

KRIVORUCHKA MARK W
Form 4
May 01, 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 *
KRIVORUCHKA MARK W

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

(Street)
SCOTTSDALE, AZ 85254

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

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 (D) Price | | |
| Common Stock | 04/30/2012 | | D | (1) | 20,800 (4) 0 | D | |
| Common Stock | 04/30/2012 | | D | (2) | 18,500 (5) 0 | D | |
| Common Stock | 04/30/2012 | | D | (3) | 16,500 (6) 0 | D | |
| Common Stock | 04/30/2012 | | D | (2) | 14,700 (7) 0 | D | |

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options | \$ 10 | 04/30/2012 | | D | 13,800 | 04/20/2014 04/20/2020 | Common Stock 13,800 (8) |
| Employee Stock Options | \$ 12 | 04/30/2012 | | D | 13,800 | 04/20/2014 04/20/2020 | Common Stock 13,800 (8) |
| Employee Stock Options | \$ 14 | 04/30/2012 | | D | 13,800 | 04/20/2014 04/20/2020 | Common Stock 13,800 (8) |
| Employee Stock Options | \$ 16 | 04/30/2012 | | D | 10,100 | 04/20/2015 04/20/2021 | Common Stock 10,100 (8) |
| Employee Stock Options | \$ 17 | 04/30/2012 | | D | 10,900 | 04/20/2015 04/20/2021 | Common Stock 10,900 (8) |
| Employee Stock Options | \$ 18 | 04/30/2012 | | D | 11,800 | 04/20/2015 04/20/2021 | Common Stock 11,800 (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRIVORUCHKA MARK W C/O RSC HOLDINGS INC. 6929 E. GREENWAY PARKWAY, SUITE 200 SCOTTSDALE, AZ 85254 | | | SVP, Human Resources | |

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Mark W.
Krivoruchka

05/01/2012

__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) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 31,200 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2012. As a result of the merger between United Rentals, Inc. ("URI") and Issuer, 20,800 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(2) This represents an award of time based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. The original service vesting schedule shall continue to apply to these restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(3) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 24,750 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2013. As a result of the merger, 16,500 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 10,734 shares of URI common stock.

(5) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 9,547 shares of URI common stock.

(6) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 8,515 shares of URI common stock.

(7) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 7,586 shares of URI common stock.

(8) The original vesting schedule continues to apply to the option subject to "double-trigger" accelerated vesting if the reporting person is either involuntary terminated or constructively terminated following the merger.

(9) This option was assumed by URI in the merger and replaced with an option to purchase 7,122 shares of URI common stock for \$19.38 per share.

(10) This option was assumed by URI in the merger and replaced with an option to purchase 7,122 shares of URI common stock for \$23.26 per share.

(11) This option was assumed by URI in the merger and replaced with an option to purchase 7,122 shares of URI common stock for \$27.13 per share.

(12) This option was assumed by URI in the merger and replaced with an option to purchase 5,212 shares of URI common stock for \$31.01 per share.

(13) This option was assumed by URI in the merger and replaced with an option to purchase 5,625 shares of URI common stock for \$32.94 per share.

(14) This option was assumed by URI in the merger and replaced with an option to purchase 6,089 shares of URI common stock for \$34.88 per share.

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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