

HERTZ GLOBAL HOLDINGS INC
Form 4
December 14, 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 *
CDR CCMG CO-INVESTOR L P

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)
PO BOX 309GT, UGLAND HOUSE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2012

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

GEORGE TOWN, GRAND
CAYMAN, E9 BWI

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 12/14/2012 | | S | V Amount 5,078,482 D Price \$ 15.77 | 11,157,546 | D ⁽¹⁾ | |

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)

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| 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CDR CCMG CO-INVESTOR L P PO BOX 309GT UGLAND HOUSE GEORGE TOWN, GRAND CAYMAN, E9 BWI | | X | | |
| CDR CCMG Co-Investor GP LTD PO BOX 309GT UGLAND HOUSE GEORGE TOWN, GRAND CAYMAN, E9 BWI | | X | | |
| Clayton Dubilier & Rice Fund VII L P 1403 FOULK ROAD, SUITE 106 WILMINGTON, DE 19803 | | X | | |

Signatures

| | |
|---|------------|
| CDR CCMG Co-Investor L.P. By: CDR CCMG Co-Investor GP Limited, its general partner By: /s/ Theresa A. Gore | 12/14/2012 |
| __Signature of Reporting Person | Date |
| CDR CCMG Co-Investor GP Limited By: /s/ Theresa A. Gore | 12/14/2012 |
| __Signature of Reporting Person | Date |
| Clayton, Dubilier & Rice Fund VII, L.P. By: CD&R Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore | 12/14/2012 |
| __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)

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CDR CCMG Co-Investor L.P. is a partnership the general partner of which is CDR CCMG Co-Investor GP Limited, which is a wholly-owned subsidiary of Clayton, Dubilier & Rice Fund VII, L.P. Each of CDR CCMG Co-Investor GP Limited and Clayton, Dubilier & Rice Fund VII, L.P. expressly disclaims beneficial ownership of the shares held by CDR CCMG Co-Investor L.P. except to the extent of its pecuniary interest therein.

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.