

Hobson Philip
 Form 4
 February 03, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Hobson Philip

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2012

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

SVP, Operations

C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

(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

SCOTTSDALE, AZ 85254

(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 or Price | | |
| Common Stock | 02/01/2012 | | M | | 34,944 A \$ 6.52 | 168,281 | D |
| Common Stock | 02/01/2012 | | S | | 34,944 D \$ 21.33 | 133,337 | D |
| Common Stock | 02/01/2012 | | M | | 48,586 A \$ 6.52 | 181,923 | D |
| Common Stock | 02/01/2012 | | S | | 48,586 D \$ 21.33 | 133,337 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------|---------|---|
| Common Stock | 02/01/2012 | M | 26,250 | A | \$ 10.28 | 159,587 | D |
| Common Stock | 02/01/2012 | S | 26,250 | D | \$ 21.33 <u>(1)</u> | 133,337 | D |
| Common Stock | 02/03/2012 | S | 27,587 | D | \$ 21.85 <u>(1)</u> | 105,750 | 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 Option | \$ 6.52 | 02/01/2012 | | M | 34,944 | <u>(2)</u> | 12/04/2016 | Common Stock | 34,944 |
| Employee Stock Option | \$ 6.52 | 02/01/2012 | | M | 48,586 | <u>(3)</u> | 12/04/2016 | Common Stock | 48,586 |
| Employee Stock Option (Right to Purchase) | \$ 10.28 | 02/01/2012 | | M | 26,250 | <u>(5)</u> | 02/19/2018 | Common Stock | 26,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hobson Philip | | | SVP, | |

C/O RSC HOLDINGS INC.
6929 E. GREENWAY PARKWAY, SUITE 200
SCOTTSDALE, AZ 85254

Operations

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Phillip
Hobson

02/03/2012

**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) Average price of shares sold on transaction date.
 - (2) Options vested in five equal installments on the first through fifth anniversaries of the grant date. The first installment vested on December 4, 2007.
 - (3) Options are performance based options that vest 20% each year based on the Company's achievement of certain pre-determined performance goals.
 - (4) Amount of original grant remaining. Pursuant to the Company's stock incentive plan, 20928 shares have been cancelled based on the failure to meet certain performance goals during the term, and 374 shares remain unvested.
 - (5) Options vest in four equal installments on the first through fourth anniversaries of the grant date. The first installment vested on February 19, 2009.

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.