

BRADLEY S JACOBS
 Form 5
 February 14, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BRADLEY S JACOBS
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O UNITED RENTALS, INC., 5 FIVE GREENWICH OFFICE PARK
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

GREENWICH, CT 06830
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|

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

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SEC 2270 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|-------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|-------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |
|----------------------------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|----------------------------|-------------------------------|
| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 09/26/2006 | Â | J4 <u>(2)</u> | Â 9,689 Â <u>(3)</u> | 01/31/2028 Common Stock 11,10 |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 09/26/2006 | Â | J4 <u>(2)</u> | Â 5,740 Â <u>(3)</u> | 01/31/2008 Common Stock 6,57 |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 09/26/2006 | Â | J4 <u>(2)</u> | Â 7,552 Â <u>(3)</u> | 01/31/2008 Common Stock 8,65 |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 11/30/2006 | Â | J4 <u>(2)</u> | Â 1,905 Â <u>(3)</u> | 01/31/2028 Common Stock 2,18 |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 11/30/2006 | Â | J4 <u>(2)</u> | Â 1,129 Â <u>(3)</u> | 01/31/2008 Common Stock 1,29 |
| 6 1/2% Convertible Quarterly Income Preferred Securities | Â | 11/30/2006 | Â | J4 <u>(2)</u> | Â 1,480 Â <u>(3)</u> | 01/31/2028 Common Stock 1,69 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADLEY S JACOBS C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06830 | X | | | |

Signatures

/s/ Bradley S. Jacobs 02/13/2007

__Signature of Date
Reporting Person

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).
- Each 6 1/2% Convertible Quarterly Income Preferred Security ("QUIP") is convertible into shares of common stock of United Rentals, Inc. at the rate of 1.14593 shares of common stock for each QUIP (equivalent to a conversion price of \$43.6325 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.
- (1) These QUIPs were originally issued in 1998 by a subsidiary trust of United Rentals, Inc. Pursuant to the QUIPs Indenture, United Rentals, Inc. redeemed a portion of the outstanding QUIPs on each of September 29, 2006 and on November 30, 2006. These transactions reflect the mandatory and involuntary pro rata redemption of the QUIPs held by the Reporting Person on each of September 29, 2006 and November 30, 2006.
 - (2) Immediately.
 - (3) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.