

HERTZ GLOBAL HOLDINGS INC
Form 4
May 21, 2007

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 *
ML Global Private Equity Fund, 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)

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

05/17/2007

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

4 WORLD FINANCIAL CENTER

(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

NEW YORK, NY 10080

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/17/2007 | | A | V 764 ⁽¹⁾ A \$ 0 | 41,527,111 ⁽²⁾ _{(3) (4)} | 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)

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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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| Stock Option (Right to Buy) | \$ 21.87 | 05/17/2007 | | A | 6,474 (5) | 05/17/2007 05/17/2017 | Common Stock | 6,474 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |

Signatures

| | |
|---|------------|
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| MLGPE Ltd. By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch GP, Inc. By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch Group, Inc. By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch & Co., Inc. By: Frank Marinaro | 05/21/2007 |
| __Signature of Reporting Person | Date |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan Santelli | 05/21/2007 |
| __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).

353 of the shares reported were granted to ML Global Private Equity Fund, L.P. ("MLGPE") as assignee of compensation payable to
(1) George Bitar for service as a director of the Issuer. 411 of the shares reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.

41,498,978 shares are owned directly by MLGPE, a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.

(3) 28,133 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.

Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer.

3,237 of the options reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the
(5) Issuer. 3,237 of the options reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.

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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