

HERTZ GLOBAL HOLDINGS INC
Form 4
November 09, 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 *
BANK OF AMERICA CORP /DE/

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)

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2011

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

(Street)

CHARLOTTE, NC 28255

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/18/2011 | | A | | 1,155 (1) A \$ 0 72,773 | I | See Footnotes (2) (3) |
| Common Stock | 05/24/2012 | | A | | 19,786 (1) (4) A \$ 0 92,559 | I | See Footnotes (2) (3) |
| Common Stock | 08/24/2012 | | A | | 1,615 (1) A \$ 0 94,174 | I | See Footnotes (2) (3) |

| | | | |
|--------------|------------|---|---------------------------|
| Common Stock | 24,481,476 | I | See Footnotes (3) (5) (6) |
| Common Stock | 2,949,860 | I | See Footnotes (3) (7) |
| Common Stock | 2,362,247 | I | See Footnotes (3) (8) |
| Common Stock | 19,433 | I | See Footnotes (3) (9) |
| Common Stock | 14,749,298 | I | See Footnotes (3) (10) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST | X | X | | |

CHARLOTTE, NC 28255

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of
America

11/09/2012

__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) Represents shares granted to Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc.") as assignee of compensation payable to Angel Morales for service as a director of the Issuer. Mr. Morales was designated to serve as a director of the Issuer pursuant to the designation right described in footnote 5 below.
- (2) Represents shares held by MLGPE Inc., which is a wholly owned subsidiary of ML IBK Positions, Inc. ("ML IBK"), which is a wholly owned subsidiary of Merrill Lynch Group, Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("Merrill Lynch"), which is a wholly owned subsidiary of Bank of America Corporation ("Bank of America").
- (3) Each of Bank of America, Merrill Lynch, ML Group, ML IBK, MLGPE Inc., Merrill Lynch GP Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., ML Global Private Equity Fund, L.P. ("MLGPE"), Merrill Lynch Ventures, LLC ("ML V LLC"), Merrill Lynch Ventures L.P. 2001 ("ML V LP"), ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), CMC-Hertz General Partner, L.L.C. ("CMC GP") and CMC-Hertz Partners, L.P. ("CMC LP") expressly disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (4) Includes 9,542 restricted stock units, each representing a contingent right to receive one share of the Issuer's common stock, which shall vest in full on the date of the Issuer's 2013 annual meeting.
- (5) Represents shares held directly by MLGPE. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group.
- (6) Pursuant to the Amended and Restated Stockholders Agreement, dated November 20, 2006, as it 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, ML V LP, CMC LP and Hertz Co-Investor LP and following the secondary offering completed on March 31, 2011, MLGPE has the right to designate one member to the board of directors of the Issuer.
- (7) Represents shares held directly by ML V LP, a limited partnership whose general partner is MLV LLC, a wholly owned subsidiary of ML Group.
- (8) Represents shares held directly by Hertz Co-Investor LP, a limited partnership whose general partner is Hertz Co-Investor LLC, whose sole managing member is MLGPE.
- (9) Represents shares held directly by MLPFS, a wholly owned subsidiary of Merrill Lynch. The number of shares previously reported has been adjusted to remove certain shares for which MLPFS has no pecuniary interest.
- (10) Represents shares held directly by CMC LP that were inadvertently omitted from Bank of America's previously filed Section 16 reports. CMC GP is the sole general partner of CMC LP and may be deemed to beneficially own the shares directly owned by CMC LP. MLGPE is a member of CMC GP and an indirect wholly owned subsidiary of Bank of America. Bank of America may therefore be deemed to beneficially own the shares directly owned by CMC LP.

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.