

HERTZ GLOBAL HOLDINGS INC
Form 4
December 19, 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 *
MERRILL LYNCH & CO INC

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)
12/17/2007

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|---|--|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 12/17/2007 | | P | | 1,800 <u>(1)</u> | A | \$ 15.24 | 39,140,411 <u>(2) (3) (4) (5) (6) (7)</u> | I | See footnotes <u>(2) (3) (4) (5) (6) (7)</u> |
| Common Stock | 12/17/2007 | | P | | 200 <u>(1)</u> | A | \$ 15.22 | 39,140,611 <u>(2) (3) (4) (5) (7) (8)</u> | I | See footnotes <u>(2) (3) (4) (5) (7) (8)</u> |
| Common Stock | 12/17/2007 | | P | | 300 <u>(1)</u> | A | \$ 15.24 | 39,140,911 <u>(2) (3) (4) (5) (7) (9)</u> | I | See footnotes <u>(2) (3) (4) (5) (7) (9)</u> |

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) The transactions reported on this Form reflect transactions executed by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), in connection with MLPFS' executing Intermarket Sweep Orders to comply with the Order Protection Rule under SEC Regulation NMS.
- The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings Inc. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.
- (3) 32,145,473 shares are owned directly by ML Global Private Equity Fund, L.P. ("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 ML&Co., Inc.
- (4) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (5) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. *See* footnote 3.
- (6) 21,252 shares are owned directly by MLPFS.
- (7) 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. ML&Co., Inc. disclaims its possible status as a director of the Issuer.
- (8) 21,452 shares are owned directly by MLPFS.
- (9) 21,752 shares are owned directly by MLPFS.
- (10) 21,952 shares are owned directly by MLPFS.
- (11) 22,052 shares are owned directly by MLPFS.

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.