

Griffith Scott W.  
Form 4  
March 13, 2013

**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 \*  
Griffith Scott W.

2. Issuer Name and Ticker or Trading Symbol  
ZIPCAR INC [ZIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ZIPCAR, INC., 25 FIRST STREET, 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board & CEO

(Street)  
CAMBRIDGE, MA 02141

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

**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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/05/2013		G		17,734	D	\$ 0	25,287	I	See Footnote (1)
Common Stock	03/05/2013		G		17,734	A	\$ 0	459,713	D	
Common Stock	03/11/2013		M		375,000	A	\$ 0.98	834,713	D	
Common Stock	03/11/2013		M		12,360	A	\$ 5.1	847,073	D	
Common Stock	03/11/2013		M		28,907	A	\$ 8.74	875,980	D	

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Common Stock	03/11/2013	S	25,580	D	\$ 12.2489 (2)	850,100	D	
Common Stock						87,500	I	See Footnote (3)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Incentive Stock Option (Right to Buy)	\$ 0.98	03/11/2013		M	375,000	(4) 11/30/2015	Common Stock 375,000
Incentive Stock Option (Right to Buy)	\$ 5.1	03/11/2013		M	12,360	(5) 11/03/2018	Common Stock 12,360
Incentive Stock Option (Right to Buy)	\$ 8.74	03/11/2013		M	28,907	(6) 02/25/2020	Common Stock 28,907

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Scott W.	X		Chairman of the Board & CEO	

