HERTZ GLOBAL HOLDINGS INC
Form 3/A
November 07, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Rosenberg David J

(Last) (First) (Middle)

HERTZ GLOBAL HOLDINGS, INC.,Â 225 BRAE BOULEVARD

(Street)

PARK RIDGE,Â NJÂ 07656

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/01/2013

3. Issuer Name **and** Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC [HTZ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
SVP and Interim CFO

5. If Amendment, Date Original Filed(Month/Day/Year)
10/07/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,368 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Purchase)	03/12/2014	03/12/2020	Common Stock	3,084	$ 9.99	D	Â
Employee Stock Options (Right to Purchase)	03/01/2014	03/12/2024	Common Stock	1,978	$ 14.6	D	Â
Employee Stock Options (Right to Purchase)	03/01/2015	03/12/2024	Common Stock	1,978	$ 14.6	D	Â
Price Vesting Units	Â (2)	Â (2)	Common Stock	7,315	$ (2)	D	Â
Performance Stock Units	Â (3)	Â (3)	Common Stock	7,346	$ (3)	D	Â
Performance Stock Units	Â (4)	Â (4)	Common Stock	3,148	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg David J HERTZ GLOBAL HOLDINGS, INC. 225 BRAE BOULEVARD PARK RIDGE,Â NJÂ 07656	Â	Â	Â SVP and Interim CFO	Â

Signatures

William Langston, By Power of Attorney on behalf of David Rosenberg	11/07/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 1,615 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, which will vest on March 1, 2014, (ii) 5,441 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, 2,770 of which will vest on March 6, 2014 and 2,771 of which will vest on March 6, 2015 and (iii) 302 shares acquired through Employee Stock Purchase Plan.

(2) Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the third and fourth anniversaries of the date of grant, respectively. The first tranche will vest on March 6, 2015, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least $16.5899; if such 20 day average is less than $16.5899 but greater than $14.4260, then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to $14.4260, the tranche will be forfeited. The second tranche will vest on March 6, 2016, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least $18.0325; if such 20 day average is less than $18.0325 but greater than $14.4260, then a prorated portion of the tranch

(3)

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2013 and 2014 fiscal years. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

(4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA margin of the issuer during the 2013 fiscal year. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

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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