

HERTZ GLOBAL HOLDINGS INC
Form 4/A
March 27, 2014

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 *
FRISSORA MARK 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)
225 BRAE BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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

PARK RIDGE, NJ 07656

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/21/2014

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------|------------------------------|------------------|------------|------------------------------------------------------|------|---|-----|-----|------------------|-----------------|--------------|------------------------------------|
| Performance Stock Units | <u>(1)</u> | 02/19/2014 | A | 163,214 <u>(1) (2)</u> | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 163,214 <u>(1) (2)</u> |
| Performance Stock Units | <u>(3)</u> | 02/19/2014 | A | 105,984 <u>(3)</u> | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 105,984 <u>(3)</u> |
| Performance Stock Units | <u>(4)</u> | 02/19/2014 | A | 56,457 <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 56,457 <u>(4)</u> |
| Performance Stock Units | <u>(5)</u> | 02/19/2014 | A | 9,232 ⁽⁵⁾ <u>(2)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 9,232 ⁽⁵⁾ <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | X | | Chief Executive Officer | |

Signatures

William Langston, By Power of Attorney on behalf of Mark P. Frissora
03/27/2014

 **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).

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject in part to achievement of financial performance goals during 2013 and/or combined 2013-2014. The Performance Stock Units vest in three tranches, with 33 1/3% (1) of the award earned, based on achievement of financial performance goals during 2013, vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date. Based on achievement of combined 2013-2014 financial performance goals, additional Performance Stock Units may vest on the second and third anniversaries of the grant date.

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(2) The number of derivative securities acquired and the amount of underlying securities set forth in this row of the Form 4 of the Reporting Person filed on February 21, 2014 were incorrect as a result of incomplete 2013 financial results at the time of filing. The 2013 financial results of the Issuer have since been finalized, which resulted in changes to the number of derivative securities acquired and the amount of underlying securities set forth in this row.

(3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in three tranches, with 33 1/3% of the award earned vesting on the first, second and third anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

(4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were initially granted in 2013, and the amount of Performance Stock Units eligible for vesting is subject to achievement of financial performance goals during 2013. The Performance Stock Units vest in two tranches, with 50% of the award earned vesting on the first and second anniversaries of the grant date, in each case if the executive is still an employee on the applicable vesting date.

(5) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units are additional Performance Stock Units earned with respect to an original grant of Performance Stock Units in 2012, based on achievement of financial performance goals during combined 2012-2013. The additional Performance Stock Units vest in two tranches, with 66 2/3% and 33 1/3% of the additional units earned vesting on the second and third anniversaries of the grant date of the original Performance Stock Units, in each case if the executive is still an employee on the applicable vesting date.

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.