AVIS BUDGET GROUP, INC.

Form 4

January 28, 2014

FORM 4

Form 4 or

obligations

Form 5

1(b).

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

January 31, Expires: 2005

0.5

OMB APPROVAL

Estimated average burden hours per response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

6 SYLVAN WAY

1. Name and Address of Reporting Person * Deaver W Scott

2. Issuer Name and Ticker or Trading

Symbol

AVIS BUDGET GROUP, INC. [CAR]

Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify

5. Relationship of Reporting Person(s) to

01/25/2014

below) EVP, Strategy

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PARSIPPANY, NJ 07054

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	,		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/25/2014		M(1)	8,102	A	\$ 0 (1)	38,019	D	
Common Stock	01/25/2014		F(2)	2,996	D	\$ 38.6	35,023	D	
Common Stock	01/26/2014		M <u>(1)</u>	8,108	A	\$ 0 (1)	43,131	D	
Common Stock	01/26/2014		F(3)	3,953	D	\$ 38.6	39,178	D	
Common Stock	01/26/2014		M(1)	10,424	A	\$ 0 (1)	49,602	D	

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Common Stock 01/26/2014 $F_{\underline{(4)}}$ 3,854 D ${}^{\$}_{38.6}$ 45,748 D

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 (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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 or Number of Shares
Restricted Stock Units	\$ 0 (1)	01/25/2014		M(1)	8,102	<u>(5)</u>	<u>(6)</u>	Common Stock	8,102
Restricted Stock Units	\$ 0 (1)	01/26/2014		M(1)	8,108	<u>(7)</u>	<u>(6)</u>	Common Stock	8,108
Performance Based Restricted Stock Units	\$ 0 (1)	01/26/2014		M(1)	10,424	<u>(8)</u>	<u>(6)</u>	Common Stock	10,424

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Deaver W Scott							
6 SYLVAN WAY			EVP, Strategy				
PARSIPPANY, NJ 07054							

Signatures

Jean M. Sera, by Power of Attorney for W. Scott
Deaver 01/28/2014

**Signature of Reporting Person Date

Reporting Owners 2

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 restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 8,102 shares of restricted stock units.
- (3) Represents tax withholdings in connection with the vesting of 8,108 shares of restricted stock units.
- (4) Represents tax withholdings in connection with the vesting of 10,424 shares of restricted stock units.
- (5) Original grant vests in three equal installments on January 25, 2013, 2014 and 2015.
- (6) Expiration date not applicable.
- (7) Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
- (8) 100% of the units vested on the third anniversary of the date of grant based on the Company's achievement of certain average price-per share performance goals.

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.