

HERTZ GLOBAL HOLDINGS INC
Form 4
October 26, 2010

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 *
BANK OF AMERICA CORP /DE/

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)
01/24/2008

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

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

(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

CHARLOTTE, NC 28255

(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)
Common Stock	01/24/2008		S	100 D	\$ 13.07 39,141,111 (3) (5) (6) (9) (10)	I	See Footnotes (1) (27) (28)
Common Stock	01/24/2008		S	600 D	\$ 12.711 39,140,511 (3) (5) (6) (9) (11)	I	See Footnotes (1) (27) (28)
Common Stock	12/28/2009		S	720 (2) D	\$ 12.38 39,176,337 (3) (4) (5) (6) (12)	I	See Footnotes (1) (27) (28)

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Common Stock	01/06/2010	S	29 <u>(2)</u>	D	\$ 11.6609	39,176,308 <u>(3) (4) (5) (6)</u> <u>(13)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/07/2010	P	29 <u>(2)</u>	A	\$ 11.62	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/19/2010	P	839 <u>(2)</u>	A	\$ 11.9714	39,177,176 <u>(3) (4) (5) (6)</u> <u>(14)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/20/2010	S	839 <u>(2)</u>	D	\$ 11.6817	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/22/2010	S	566 <u>(2)</u>	D	\$ 11.3609	39,175,771 <u>(3) (4) (5) (6)</u> <u>(15)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/26/2010	P	327 <u>(2)</u>	A	\$ 10.7391	39,176,098 <u>(3) (4) (5) (6)</u> <u>(16)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	01/26/2010	P	239 <u>(2)</u>	A	\$ 10.81	39,176,337 <u>(3) (4) (5) (6)</u> <u>(12)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/18/2010	P	720 <u>(2)</u>	A	\$ 11.1183	39,177,057 <u>(3) (4) (5) (6)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/22/2010	P	24 <u>(2)</u>	A	\$ 10.97	39,177,081 <u>(3) (4) (5) (6)</u> <u>(18)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/22/2010	S	24 <u>(2)</u>	D	\$ 10.94	39,177,057 <u>(3) (4) (5) (6)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	02/25/2010	A	1,368 <u>(7)</u>	A	\$ 0	39,178,425 <u>(5) (6) (8) (17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	S	1,900 <u>(2)</u>	D	\$ 9.9	39,176,525 <u>(3) (5) (6) (8)</u> <u>(19)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	P	1,500 <u>(2)</u>	A	\$ 9.9035	39,178,025 <u>(3) (5) (6) (8)</u> <u>(20)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/08/2010	P	400 <u>(2)</u>	A	\$ 9.9002	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/09/2010	P	200 <u>(2)</u>	A	\$ 9.92	39,178,625 <u>(3) (5) (6) (8)</u>	I	See Footnotes

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						(21)		(1) (27) (28)
Common Stock	03/11/2010	S	200 <u>(2)</u>	D	\$ 9.7818	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/18/2010	S	261 <u>(2)</u>	D	\$ 9.7817	39,178,164 <u>(3) (5) (6) (8)</u> <u>(22)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/19/2010	P	261 <u>(2)</u>	A	\$ 9.5182	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/22/2010	S	64 <u>(2)</u>	D	\$ 9.5418	39,178,361 <u>(3) (5) (6) (8)</u> <u>(23)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/25/2010	P	64 <u>(2)</u>	A	\$ 10.06	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	100 <u>(2)</u>	A	\$ 9.9575	39,178,525 <u>(3) (5) (6) (8)</u> <u>(24)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	1,600 <u>(2)</u>	A	\$ 9.9599	39,180,125 <u>(3) (5) (6) (8)</u> <u>(25)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/30/2010	P	300 <u>(2)</u>	A	\$ 9.96	39,180,425 <u>(3) (5) (6) (8)</u> <u>(26)</u>	I	See Footnotes <u>(1) (27) (28)</u>
Common Stock	03/31/2010	S	2,000 <u>(2)</u>	D	\$ 10.0901	39,178,425 <u>(3) (5) (6) (8)</u> <u>(17)</u>	I	See Footnotes <u>(1) (27) (28)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Debra Cho, Attorney-In-Fact for Bank of
America

10/26/2010

__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).
- (1) This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- (2) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with trades made on behalf of clients of MLPFS.
- (3) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. BAC disclaims such transaction is 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 such transaction.
- (4) 32,184,619 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"). MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC.
- (5) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is Merrill Lynch Ventures, L.L.C. ("MLV LLC"), a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co.
- (6) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), whose sole managing member is MLGPE.
- (7) 1,368 shares were granted to MLGPE as assignee of compensation payable to Travis Hain for service as a director of the Issuer. Mr. Hain was an employee of affiliates of MLGPE.
- (8) 32,185,987 shares are owned directly by MLGPE.
- (9) 32,145,473 shares are owned directly by MLGPE.
- (10) 21,952 shares are owned by MLPFS.
- (11) 21,352 shares are owned by MLPFS.

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- (12) 18,032 shares are owned by MLPFS.
- (13) 18,003 shares are owned by MLPFS.
- (14) 18,871 shares are owned by MLPFS.
- (15) 17,466 shares are owned by MLPFS.
- (16) 17,793 shares are owned by MLPFS.
- (17) 18,752 shares are owned by MLPFS.
- (18) 18,776 shares are owned by MLPFS.
- (19) 16,852 shares are owned by MLPFS.
- (20) 18,352 shares are owned by MLPFS.
- (21) 18,952 shares are owned by MLPFS.
- (22) 18,491 shares are owned by MLPFS.
- (23) 18,688 shares are owned by MLPFS.
- (24) 18,852 shares are owned by MLPFS.
- (25) 20,452 shares are owned by MLPFS.
- (26) 20,752 shares are owned by MLPFS.

- Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz
- (27) Co-Investor LLC, MLPFS and MLGPEI (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

- 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.,
- (28) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC-Hertz Partners, L.P. and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.

Remarks:

This is the first of two filings on Form 4 by the Reporting Persons.

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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