

Linnen Edward P
Form 3
February 15, 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Linnen Edward P		(Month/Day/Year)	AVIS BUDGET GROUP, INC. [CAR]	
(Last)	(First)	(Middle)	02/11/2013	
6 SYLVAN WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PARSIPPANY,Â NJÂ 07054			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP, Chief HR Officer	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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	9,958	D	Â
Common Stock	3,496	I	By 401(k) plan

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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (7)	Common Stock	3,243	\$ 0 (8)	D	Â
Restricted Stock Units	Â (2)	Â (7)	Common Stock	7,778	\$ 0 (8)	D	Â
Restricted Stock Units	Â (3)	Â (7)	Common Stock	9,906	\$ 0 (8)	D	Â
Performance Based Restricted Stock Units	Â (4)	Â (7)	Common Stock	4,170	\$ 0 (8)	D	Â
Performance Based Restricted Stock Units	Â (5)	Â (7)	Common Stock	5,000	\$ 0 (8)	D	Â
Performance Based Restricted Stock Units	Â (6)	Â (7)	Common Stock	6,368	\$ 0 (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linnen Edward P 6 SYLVAN WAY PARSIPPANY, NJ 07054	Â	Â	Â SVP, Chief HR Officer	Â

Signatures

Jean M. Sera, by Power of Attorney for Edward P.
Linnen

02/15/2013

__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) Original grant vests in three equal installments. The first two installments vested on January 26, 2012 and January 26, 2013, and the final installment vests on January 26, 2014.

(2) Original grant vests in three equal installments. The first installment vested on January 25, 2013, the next two installments vest on January 25, 2014 and January 25, 2015.

(3) Grant vests in three equal installments on January 23, 2014, 2015 and 2016.

(4) Between 50% and 100% of the units will vest on January 26, 2014, if the per-share average closing price of the Company's common stock equals or exceeds a minimum threshold price of \$17.63 and a maximum target price of \$19.68 over any consecutive 30 trading days between the grant date and the third anniversary of the date of grant. The actual number of units that vest based on closing prices that are between the threshold and target prices shall be determined on a pro rata basis using straight line interpolation.

(5) Between 50% and 100% of the units will vest on January 25, 2015, if the average per-share closing price of the Company's common stock equals or exceeds a minimum threshold price of \$17.64 and a maximum target price of \$19.69 over any consecutive 30 trading days between the grant date and the third anniversary of the date of grant. The actual number of units that vest, based on the average per-share closing price between the threshold and target prices shall be determined on a pro rata basis using straight line interpolation.

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- (6) Units vest on January 23, 2016 based on the Company's attainment of pre-established financial performance goals.
- (7) Expiration date not applicable.
- (8) Units convert to Common Stock on a one-to-one basis upon vesting.

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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