

Ledlow David
Form 4
May 01, 2012

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 *
Ledlow David

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 04/30/2012 | | D | | 30,200 (1) | D | |
| Common Stock | 04/30/2012 | | D | | 26,800 (2) | D | |
| Common Stock | 04/30/2012 | | D | | 17,700 (3) | D | |
| Common Stock | 04/30/2012 | | D | | 15,700 (2) | D | |
| Common Stock | 04/30/2012 | | D | | 53,642 (8) | D | |

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

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(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) (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 |
| Employee Stock Options | \$ 6.52 | 04/30/2012 | | D | 1,503 | 04/30/2012 12/04/2016 | Common Stock 1,503 (9) |
| Employee Stock Options | \$ 10 | 04/30/2012 | | D | 19,900 | 04/20/2014 04/20/2020 | Common Stock 19,900 (10) |
| Employee Stock Options | \$ 12 | 04/30/2012 | | D | 19,900 | 04/20/2014 04/20/2020 | Common Stock 19,900 (10) |
| Employee Stock Options | \$ 14 | 04/30/2012 | | D | 19,900 | 04/20/2014 04/20/2020 | Common Stock 19,900 (10) |
| Employee Stock Options | \$ 16 | 04/30/2012 | | D | 10,900 | 04/20/2015 04/20/2021 | Common Stock 10,900 (10) |
| Employee Stock Options | \$ 17 | 04/30/2012 | | D | 11,700 | 04/20/2015 04/20/2021 | Common Stock 11,700 (10) |
| Employee Stock Options | \$ 18 | 04/30/2012 | | D | 12,600 | 04/20/2015 04/20/2021 | Common Stock 12,600 (10) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ledlow David
C/O RSC HOLDINGS INC.
6929 E. GREENWAY PARKWAY, SUITE 200
SCOTTSDALE, AZ 85254

SVP,
Operations

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for David
Ledlow

05/01/2012

__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).

This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 45,300 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is
(1) December 31, 2012. As a result of the merger between United Rentals, Inc. ("URI") and Issuer, 30,200 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

This represents an award of time based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. The original service vesting schedule shall continue to apply to these restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.
(2)

This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 26,550 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is
(3) December 31, 2013. As a result of the merger, 17,700 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 15,586 shares of URI common stock.

(5) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 13,831 shares of URI common stock.

(6) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 9,134 shares of URI common stock.

(7) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 8,102 shares of URI common stock.

(8) Disposed of pursuant to the merger agreement between Issuer and URI. In the merger, each share of Issuer's common stock was exchanged for \$10.80 plus 0.2783 shares of URI common stock having a market value of \$46.68 per share on the effective date of the merger.

(9) The vesting of the option was accelerated as of the closing of the merger.

(10) The original vesting schedule continues to apply to the option subject to "double-trigger" accelerated vesting if the reporting person is either involuntary terminated or constructively terminated following the merger.

(11) This option was assumed by URI in the merger and replaced with an option to purchase 775 shares of URI common stock for \$12.64 per share.

(12) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$19.38 per share.

(13) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$23.26 per share.

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- (14) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$27.13 per share.
- (15) This option was assumed by URI in the merger and replaced with an option to purchase 5,625 shares of URI common stock for \$31.01 per share.
- (16) This option was assumed by URI in the merger and replaced with an option to purchase 6,038 shares of URI common stock for \$32.94 per share.
- (17) This option was assumed by URI in the merger and replaced with an option to purchase 6,502 shares of URI common stock for \$34.88 per share.

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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