

HERTZ GLOBAL HOLDINGS INC

Form 4

November 20, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nothwang Joseph R

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)

11/16/2006

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

Executive Vice President

PARK RIDGE, NJ 07656

(City) (State) (Zip)

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

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	11/16/2006		P	(A) or (D) Amount 10,000 (1)	\$ 15 110,000	D	

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
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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)**

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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 Number Shares
Employee Stock Option (right to buy)	\$ 4.56 <u>(2)</u>	05/05/2006		A		200,000		<u>(5)</u>	05/05/2016	Common Stock	200,000
Employee Stock Option (right to buy)	\$ 4.56 <u>(2)</u>	05/18/2006		A		300,000		<u>(6)</u>	05/18/2016	Common Stock	300,000
Employee Stock Option (right to buy)	\$ 9.56 <u>(3)</u>	05/18/2006		A		200,000		<u>(6)</u>	05/18/2016	Common Stock	200,000
Employee Stock Option (right to buy)	\$ 14.56 <u>(4)</u>	05/18/2006		A		200,000		<u>(6)</u>	05/18/2016	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
			Other
Nothwang Joseph R 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Executive Vice President

Signatures

Stuart M. Geschwind, by Power of Attorney on behalf of Joseph R. Nothwang	11/20/2006
**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).

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- (1) The shares were purchased jointly by the Reporting Person and his spouse.
The exercise price of these options was previously reported on Form 3 as \$5.68, subject to a footnote which stated that the exercise price was subject to an anticipated adjustment in the amount of an anticipated special dividend. The exercise price of \$4.56 reported on this Form 4 reflects an adjustment of \$1.12, which is the amount of a special dividend declared on November 16, 2006 and expected to be paid on November 21, 2006.
- (2) The exercise price of these options was previously reported on Form 3 as \$10.68, subject to a footnote which stated that the exercise price was subject to an anticipated adjustment in the amount of an anticipated special dividend. The exercise price of \$9.56 reported on this Form 4 reflects an adjustment of \$1.12, which is the amount of a special dividend declared on November 16, 2006 and expected to be paid on November 21, 2006.
- (3) The exercise price of these options was previously reported on Form 3 as \$15.68, subject to a footnote which stated that the exercise price was subject to an anticipated adjustment in the amount of an anticipated special dividend. The exercise price of \$14.56 reported on this Form 4 reflects an adjustment of \$1.12, which is the amount of a special dividend declared on November 16, 2006 and expected to be paid on November 21, 2006.
- (4) The option will vest in five equal annual installments on the first through fifth anniversaries of the grant date. The first installment will become exercisable on May 5, 2007.
- (5) The option will vest in five equal annual installments on the first through fifth anniversaries of the grant date. The first installment will become exercisable on May 18, 2007.
- (6)

Remarks:

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on November 16, 2006. In accordance

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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