

Servodidio Mark J
Form 4
January 29, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Servodidio Mark J

2. Issuer Name **and** Ticker or Trading
Symbol
AVIS BUDGET GROUP, INC.
[CAR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6 SYLVAN WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Human Resources

PARSIPPANY, NJ 07054

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/28/2010		M		56,250	A	\$ 0.79 87,824
Common Stock	01/28/2010		S ⁽¹⁾		56,250	D	\$ 11.11 31,574

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
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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. 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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽³⁾	01/27/2010		A	30,356	⁽⁴⁾	⁽⁶⁾	Common Stock
Performance Based Restricted Stock Units	\$ 0 ⁽³⁾	01/27/2010		A	13,010	⁽⁵⁾	⁽⁶⁾	Common Stock
Stock options (right to buy)	\$ 0.79	01/28/2010		A ⁽⁷⁾	112,500	01/28/2010	01/28/2019	Common Stock
Stock options (right to buy)	\$ 0.79	01/28/2010		M	56,250	01/28/2010	01/28/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Servodidio Mark J 6 SYLVAN WAY PARSIPPANY, NJ 07054			EVP, Human Resources	

Signatures

Jean M. Sera, by Power of Attorney for Mark J. Servodidio

01/29/2010

 **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) Sale of shares made pursuant to a pre-established 10b5-1 plan. Proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes.

Price reflects the weighted average sale price for the sale transactions made on the date reported above. Sale prices ranged from \$10.95 to

(2) \$11.58. Mr. Servodidio will provide, upon request by the Staff, the Company, or a security holder of the Company, full information regarding the number of shares purchased or sold at each separate price.

(3) Units convert to Common Stock on a one-to-one basis upon vesting.

(4) Grant vests in three equal installments on January 27, 2011, 2012 and 2013.

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- Between 50% and 100% of the units will vest on the third anniversary of the date of grant if the per-share closing price of the Company's common stock equals or exceeds a minimum threshold price of \$14.12 and a maximum target price of \$15.77 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)
- (6) Expiration date not applicable.
- (7) Award consists of options which vested upon the Company's achievement of certain financial 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.

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