

HERTZ GLOBAL HOLDINGS INC

Form 4

May 20, 2016

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 *
BERQUIST CARL T

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)

1444 MONTAGUE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)**05/18/2016**☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)**VIENNA, VA 22182**

(City) (State) (Zip)

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**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)
Common Stock	05/18/2016		A	14,934 (1)	A \$ 0 78,781 (1)	D	

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)**

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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)	8. Price of Derivative Security (Instr. 3)
Phantom Stock	(2)	05/18/2016		A	2,986	(3) (3)	Common Stock	2,986

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERQUIST CARL T 1444 MONTAGUE DRIVE VIENNA, VA 22182	X

Signatures

William Langston, By Power of Attorney on behalf of Carl Berquist 05/20/2016

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) Includes 14,934 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, which will vest on the business day immediately preceding the Issuer's 2017 annual meeting, subject to the Reporting Person's continued membership on the Board of Directors.

(2) Each share of Phantom Stock is the economic equivalent of one share of Hertz Global Holdings, Inc. Common Stock.

(3) The value of any Phantom Stock credited to the Reporting Person's account shall be distributed in the greatest number of whole shares (with any fractional interest payable in cash) immediately following the date the Reporting Person ceases to be a director (or, if earlier, upon a change of control).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.