

HERTZ GLOBAL HOLDINGS INC
 Form 4
 November 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
FRISSORA MARK P

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
 Officer (give title below) Other (specify below)
Chief Executive Officer

PARK RIDGE, NJ 07656

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

(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	08/15/2006		A		1,056,338	A	\$ 5.68
Common Stock	11/16/2006		P		100	A	\$ 15
Common Stock	11/16/2006		P		500	A	\$ 15
					500	I	

By daughter

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

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The exercise price of these options was previously reported on Form 3 as \$7.68, 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 \$6.56 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 was 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 was 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 July 19, 2006. The first installment will become exercisable on July 19, 2007.

Remarks:

Date of Earliest Transaction: The transactions 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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