

Fahey John J
Form 4
March 15, 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 *
Fahey John J

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP- Controller

(Street)
GREENWICH, CT 06831

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 Ownership (Instr. 4)	
				Code	V				Amount
Common Stock	03/13/2012		F		(1)	1,105 \$ 43.26	24,893	D	
Common Stock	03/14/2012		M			10,000	\$ 19.88	34,893	D
Common Stock	03/14/2012		M			20,000	\$ 3.375	54,893	D
Common Stock	03/14/2012		M			20,000	\$ 8.315	74,893	D
Common Stock	03/14/2012		S			60,844	\$ 42.6898	14,049	D

(2)

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)	8. Amount or Number of Shares
Stock Option - Right to Buy	\$ 19.88	03/14/2012		M	10,000	<u>(3)</u> 09/06/2015	Common Stock	10,000
Stock Option - Right to Buy	\$ 3.375	03/14/2012		M	20,000	<u>(4)</u> 03/12/2019	Common Stock	20,000
Stock Option - Right to Buy	\$ 8.315	03/14/2012		M	20,000	<u>(5)</u> 03/10/2020	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fahey John J C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831			VP- Controller	

Signatures

/s/ John J. Fahey

03/15/2012

**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).
- (1) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of restricted stock units granted and previously reported on Form 4.

Represents weighted average sale price for executed sale transactions on March 14, 2012. The range of prices for such transactions was
- (2) from \$42.38 to \$42.92. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.
- (3) In connection with an option award granted to the reporting person on September 6, 2005 and originally reported on Form 3, one-third of the option shares became exercisable on each of September 6, 2006, September 6, 2007 and September 6, 2008.
- (4) In connection with an option award granted to the reporting person on March 13, 2009 and originally reported on Form 4, 10,000 of the option shares became exercisable on each of March 13, 2011 and March 13, 2012.
- (5) In connection with an option award granted to the reporting person on March 11, 2010 and originally reported on Form 4, 10,000 of the option shares became exercisable on each of March 11, 2011 and March 11, 2012.

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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