

HERTZ GLOBAL HOLDINGS INC
Form 4
January 17, 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 *
BANK OF AMERICA CORP /DE/

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)
BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2011

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

(Street)
CHARLOTTE, NC 28255

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/29/2011 | | S | 100 ⁽²⁾ ₍₃₎ D | \$ 10.5744 | I | See Footnotes (1) (11) (12) (13) |
| Common Stock | 12/14/2011 | | P | 228 ⁽²⁾ ₍₃₎ A | \$ 10.821 | I | See Footnotes (1) (11) (12) (13) |
| Common Stock | 12/15/2011 | | S | 228 ⁽²⁾ ₍₃₎ D | \$ 10.7935 | I | See Footnotes |

| | | | | | | | | |
|--------------|------------|--|---|----------------------------------|---|------------|--|---|
| | | | | | | <u>(8)</u> | | <u>(1)</u> <u>(11)</u> <u>(12)</u> |
| | | | | | | | | <u>(13)</u> |
| Common Stock | 12/19/2011 | | P | 100 ⁽²⁾ <u>(3)</u> | A | \$ 10.8658 | 29,895,449 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(10)</u> | I |
| | | | | | | | | See Footnotes <u>(1)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |

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 number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255 | X | X | | |

Signatures

/s/ Margaret E. Nelson, Authorized Signatory for Bank of America

01/17/2012

**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) This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- (2) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with agency brokerage trades made on behalf of clients of MLPFS.
- (3) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. BAC disclaims such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.
- (4) 24,481,476 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"). MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC. MLGPE Ltd., as the general partner of MLGPE, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPE, including MLGPE's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.
- (5) 2,949,860 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is Merrill Lynch Ventures, L.L.C. ("MLV LLC"), a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co.
- (6) 2,362,247 shares are owned directly by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), whose sole managing member is MLGPE.
- (7) 70,158 shares are owned directly by Merrill Lynch Global Private Equity, Inc., which is a wholly owned subsidiary of ML IBK Positions, Inc., which is a wholly owned subsidiary of ML Group.
- (8) 31,608 shares are owned by MLPFS.
- (9) 31,836 shares are owned by MLPFS.
- (10) 31,708 shares are owned by MLPFS.
- (11) Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz Co-Investor LLC, MLPFS and MLGPE Inc (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (12) Pursuant to the Amended and Restated Stockholders Agreement dated November 20, 2006, (as it may be amended from time to time, the "Stockholders Agreement"), among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC-Hertz Partners, L.P. and Hertz Co-Investor LP, MLGPE had the right to designate two members to the board of directors of the Issuer. On March 31, 2011, investment funds associated with or designated by Clayton, Dubilier & Rice, LLC, The Carlyle Group and BAML Capital Partners, which was formerly known as Merrill Lynch Global Private Equity (collectively, the "Sponsors") completed a secondary offering of the Issuer's common stock, through which the Sponsors' collective ownership was reduced from over 50% of the outstanding shares of the Issuer's common stock to approximately 39%.
- (13) Following the secondary offering, the Issuer no longer qualifies for any of the "controlled company" exemptions under New York Stock Exchange ("NYSE") rules. Under the Stockholders Agreement, MLGPE was obligated to cause one of its nominees to resign in the event that the Issuer was no longer a "controlled company" under NYSE rules. On August 12, 2011, Robert F. End (an MLGPE nominee) resigned from the Issuer's board of directors. MLGPE now has the right to designate one member to the board of directors of the issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.

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.