

Groman Kevin
 Form 4
 February 03, 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 *
 Groman Kevin

2. Issuer Name and Ticker or Trading Symbol
 RSC Holdings Inc. [RRR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2012

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

SVP, General Counsel

C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

(Street)

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

SCOTTSDALE, AZ 85254

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/01/2012		M		102,176	A	\$ 6.52 252,376 D
Common Stock	02/01/2012		S		102,176	D	\$ 21.37 150,200 D (1)
Common Stock	02/01/2012		M		142,069	A	\$ 6.52 292,269 D
Common Stock	02/01/2012		S		142,069	D	\$ 21.37 150,200 D (1)

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Common					\$		
Stock	02/03/2012		S	51,000	D	21.83	99,200 D
						<u>(1)</u>	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option	\$ 6.52	02/01/2012		M	102,176	<u>(2)</u> 12/19/2016	Common Stock 102,17
Employee Stock Option	\$ 6.52	02/01/2012		M	142,069	<u>(3)</u> 12/19/2016	Common Stock 142,06

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Groman Kevin
C/O RSC HOLDINGS INC.
6929 E. GREENWAY PARKWAY, SUITE 200
SCOTTSDALE, AZ 85254

SVP, General Counsel

Signatures

/s/ Kevin J.
Groman 02/03/2012

**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) Average price of shares sold on transaction date.
- (2) Options vested in five equal installments on the first through fifth anniversaries of the grant date. The first installment vested on December 19, 2007.
- (3) Options are performance based options that vest 20% each year based on the Company's achievement of certain pre-determined performance goals.
- (4) Amount of original grant remaining. Pursuant to the Company's stock incentive plan, 61192 shares have been cancelled based on the failure to meet certain performance goals during the term, and 1093 shares remain unvested.

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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