BAKER LEIGHANNE G

Form 4 May 30, 2013

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

hington, D.C. 20549

Number:

S253-0267

Expires:

January 31,

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Section 16. Form 4 or Form 5 obligations

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

response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

05/28/2013

05/28/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * BAKER LEIGHANNE G			2. Issuer Name and Ticker or Trading Symbol HERTZ GLOBAL HOLDINGS INC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	[HTZ] 3. Date of Earliest Transaction (Month/Day/Year)		Fransaction	DirectorX Officer (give title		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	
225 BRAE		05/28/2013				below) below) Executive VP and CHRO			
DA DIZ DII		Filed(Month/Day/Year)			Appli _X_ l	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PARK RIDGE, NJ 07656						Person			
(City)	(State)	${\bf (Zip)} \qquad \qquad {\bf Table \ I-Non-Derivative \ Securities \ Acquired, Disposed \ of, \ or \ Beneficially \ Owned}$							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Execution Date, if		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Dwned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Amount

52,900

52,900 D

(D)

A

Price

26.1342

\$ 9.7

\$

(2)

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

 $M^{(1)}$

 $S^{(1)}$

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SEC 1474

(9-02)

Transaction(s)

(Instr. 3 and 4)

143,541 (3)

90,641 (3)

(Instr. 4)

D

D

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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)	TransactionDerivative Code Securities		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 or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 9.7	05/28/2013		M <u>(1)</u>	52,900	<u>(4)</u>	03/04/2020	Common Stock	52,900	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAKER LEIGHANNE G 225 BRAE BOULEVARD PARK RIDGE, NJ 07656

Executive VP and CHRO

Signatures

William Langston, By Power of Attorney on behalf of LeighAnne Baker

05/28/2013

**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) Sales pursuant to trading plan meeting the requirements of SEC Rule 10b5-1.
- This transaction was executed in multiple trades at prices ranging from \$26.00 to \$26.41. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Includes 8,528 shares acquired through Employee Stock Purchase Plan.
- Options to purchase 93,755 shares were issued to the Reporting Person on March 4, 2010. The options vested in four equal annual installments on the first through fourth anniversaries of the grant date.

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.

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