#### ROOF DONALD C

Form 4

December 28, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

See Instruction 30(h) of

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROOF DONALD C Issuer Symbol RSC Holdings Inc. [RRR] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) \_X\_\_ Director 10% Owner C/O RSC HOLDINGS INC., 6929 E. 12/27/2011 Officer (give title \_\_ Other (specify GREENWAY PARKWAY, SUITE 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SCOTTSDALE, AZ 85254 Person

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative	Secur	rities A	cquired, Dispose	d of, or Benefic	cially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) o	or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)	
				(A)		Reported	(Instr. 4)		
				(A) or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)		
									By Roof
Common	12/27/2011		G	6,000	D	\$ 0	65,336 (1)	T	Family
Stock	12/2//2011		U	0,000	ט	ψυ	05,550 <u>~</u>	1	Foundation,
									Inc.

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.

SEC 1474

(9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or l (Instr. 3) Prio De		or Exercise Price of Derivative Security	(Monda, Day, Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve es d		Underlyi Securitie (Instr. 3 a	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Relationships

Reporting Owner Name / Address 10% Director Officer Other Owner

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

X

## **Signatures**

/s/ Kevin J. Groman, Attorney-In-Fact for Donald C. Roof

12/28/2011

\*\*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).
- This represents the amount of securities beneficially owned, including the 6,000 shares which have been gifted to the Roof Family Foundation, Inc. Mr. Roof and his wife have sole investment authority over holdings held in the Foundation.

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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