

UNITED RENTALS INC /DE

Form 4

August 19, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HICKS WAYLAND R

(Last) (First) (Middle)

**C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK**

(Street)

GREENWICH,, CT 06831

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNITED RENTALS INC /DE [URI]

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

08/18/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/18/2008		S ⁽¹⁾		200	D	\$ 16.03	634,453	D
Common Stock	08/18/2008		S ⁽¹⁾		100	D	\$ 16.04	634,353	D
Common Stock	08/19/2008		M		20,000	A	\$ 12.4375	654,353	D
Common Stock	08/19/2008		S ⁽¹⁾		1,000	D	\$ 15.34	653,353	D
Common Stock	08/19/2008		S ⁽¹⁾		2,000	D	\$ 15.35	651,353	D

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Common Stock	08/19/2008	<u>S(1)</u>	900	D	\$ 15.36	650,453	D
Common Stock	08/19/2008	<u>S(1)</u>	1,000	D	\$ 15.37	649,453	D
Common Stock	08/19/2008	<u>S(1)</u>	1,100	D	\$ 15.38	648,353	D
Common Stock	08/19/2008	<u>S(1)</u>	1,000	D	\$ 15.4	647,353	D
Common Stock	08/19/2008	<u>S(1)</u>	200	D	\$ 15.41	647,153	D
Common Stock	08/19/2008	<u>S(1)</u>	762	D	\$ 15.42	646,391	D
Common Stock	08/19/2008	<u>S(1)</u>	238	D	\$ 15.43	646,153	D
Common Stock	08/19/2008	<u>S(1)</u>	900	D	\$ 15.49	645,253	D
Common Stock	08/19/2008	<u>S(1)</u>	1,100	D	\$ 15.5	644,153	D
Common Stock	08/19/2008	<u>S(1)</u>	1,000	D	\$ 15.58	643,153	D
Common Stock	08/19/2008	<u>S(1)</u>	2,000	D	\$ 15.66	641,153	D
Common Stock	08/19/2008	<u>S(1)</u>	700	D	\$ 15.71	640,453	D
Common Stock	08/19/2008	<u>S(1)</u>	300	D	\$ 15.72	640,153	D
Common Stock	08/19/2008	<u>S(1)</u>	500	D	\$ 15.74	639,653	D
Common Stock	08/19/2008	<u>S(1)</u>	1,000	D	\$ 15.75	638,653	D
Common Stock	08/19/2008	<u>S(1)</u>	600	D	\$ 15.76	638,053	D
Common Stock	08/19/2008	<u>S(1)</u>	300	D	\$ 15.78	637,753	D
Common Stock	08/19/2008	<u>S(1)</u>	300	D	\$ 15.79	637,453	D
Common Stock	08/19/2008	<u>S(1)</u>	100	D	\$ 15.83	637,353	D
Common Stock	08/19/2008	<u>S(1)</u>	1,000	D	\$ 15.86	636,353	D
	08/19/2008	<u>S(1)</u>	2,000	D	\$ 15.89	634,353	D

Common
Stock

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

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SEC 1474
(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 Options	\$ 12.4375	08/19/2008		M	20,000	(2) 10/09/2008	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HICKS WAYLAND R C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH,, CT 06831	X

Signatures

/s/ Joli Lyn Gross, attorney
in fact 08/19/2008

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 1, 2008.
- (2) The option to which these transactions relate was granted on October 9, 1998, and vested one-third on grant, one-third after one year and the balance after two years.

Remarks:

This report on Form 4 is the second of two reports on Form 4 filed by the reporting person on August 19, 2008.

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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