MCKINNEY JOHN S

Form 4

January 25, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MCKINNEY JOHN S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

UNITED RENTALS INC /DE [URI]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

01/25/2013

_X__ Director 10% Owner _ Other (specify Officer (give title

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

(State)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GREENWICH, CT 06831

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or		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	01/25/2013		M	3,000	A	\$ 16.38	17,748	D	
Common Stock	01/25/2013		M	3,000	A	\$ 19.76	20,748	D	
Common Stock	01/25/2013		S	6,000	D	\$ 50.9608 (1)	14,748 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	\$ 16.38	01/25/2013		M	3,000	(3)	02/26/2014	Common Stock	3,000	
Stock Option - Right to Buy	\$ 19.76	01/25/2013		M	3,000	<u>(4)</u>	03/02/2015	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCKINNEY JOHN S

C/O UNITED RENTALS, INC.

FIVE GREENWICH OFFICE PARK

GREENWICH, CT 06831

Signatures

Jonathan M. Gottsegen, attorney-in-fact 01/25/2013

**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).
- Represents weighted average sale price for executed sale transactions on January 25, 2013. The range of prices for such transactions was (1) from \$50.96 to \$50.97. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.

Reporting Owners 2

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- (2) Following this transaction, Mr. McKinney retains a substantial ownership position in Company securities and his ownership currently satisfies the Company's stock ownership guidelines for non-management directors.
- (3) In connection with an option award granted to the reporting person on February 26, 2004 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of February 26, 2005, February 26, 2006 and February 26, 2007.
- (4) In connection with an option award granted to the reporting person on March 2, 2005 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of March 2, 2006, March 2, 2007 and March 2, 2008.

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.