UNITED RENTALS INC /DE

Form 4 March 12, 2015

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

2005

0.5

Estimated average

Expires:

burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PLUMMER WILLIAM B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

UNITED RENTALS INC /DE [URI]

(Check all applicable)

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

(Zip)

(Month/Day/Year) 03/10/2015

Filed(Month/Day/Year)

10% Owner Director X_ Officer (give title Other (specify

Exec. V.P. & C.F.O

C/O UNITED RENTALS, INC., 100 FIRST STAMFORD PLACE - STE 700

(Street)

(State)

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 Person

STAMFORD, CT 06902

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		1 401	. I - 110II-D	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	3. Transactio	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(,	(Month/Day/Year) (Instr. 8)		- /	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/10/2015		A	5,170 (1)	A	\$ 87.05	69,676	D		
Common Stock	03/10/2015		A	2,938 (2)	A	\$ 87.05	72,614	D		
Common Stock	03/10/2015		F	1,429 (3)	D	\$ 87.05	71,185	D		

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

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(9-02)

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit.	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	;		Securities		(Instr. 5)]
	Derivative				Securities			(Instr. 3 and 4)			(
	Security				Acquired]
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							Expiration Date	Title N	Number		
									of		
				Code	V (A) (D)				Shares		
					() ()						

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PLUMMER WILLIAM B C/O UNITED RENTALS, INC. 100 FIRST STAMFORD PLACE - STE 700 STAMFORD, CT 06902

Exec. V.P. & C.F.O

Signatures

/s/ William B.

Plummer 03/12/2015

**Signature of Reporting
Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances,
- (1) one-third of the units are scheduled to vest on each of March 10, 2016, March 10, 2017 and March 10, 2018. Units are settled with shares of common stock on a one-for-one basis upon vesting.
- (2) Represents 2014 annual bonus payable in the form of unrestricted common stock.
- (3) Securities disposed of represent shares withheld for tax purposes in connection with award of 2014 annual bonus.

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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