

HERTZ GLOBAL HOLDINGS INC
 Form 3
 August 19, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Srinivasan Naren B (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 08/12/2013	3. Issuer Name and Ticker or Trading Symbol HERTZ GLOBAL HOLDINGS INC [HTZ]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr VP, Global Strat & Corp Dev	5. If Amendment, Date Original Filed(Month/Day/Year)
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HERTZ GLOBAL HOLDINGS, INC., 225 BRAE BOULEVARD

(Street)

PARK RIDGE, NJ 07656

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,387 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Price Vesting Units	Â (2)	Â (2)	Common Stock	9,143	\$ (2)	D	Â
Performance Stock Units	Â (3)	Â (3)	Common Stock	12,855	\$ (3)	D	Â
Performance Stock Units	Â (3)	Â (3)	Common Stock	5,509	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Srinivasan Naren B HERTZ GLOBAL HOLDINGS, INC. 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	Â	Â	Â Sr VP, Global Strat & Corp Dev	Â

Signatures

William H. Langston, by Power of Attorney on behalf of Naren Srinivasan

08/19/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes (i) 15,000 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, which will vest on August 5, 2014, (ii) 6,926 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, 3,463 of which will vest on March 6, 2014 and March 6, 2015, and (iii) 1,952 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, 650 of which will vest on July 31, 2014 and 651 of which will vest on July 31, 2015 and July 31, 2016.

(2) Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the third and fourth anniversaries of the date of grant, respectively. The first tranche will vest on March 6, 2015, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$16.5899; if such 20 day average is less than \$16.5899 but greater than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited. The second tranche will vest on March 6, 2016, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$18.0325; if such 20 day average is less than \$18.0325 but greater than \$14.4260, then a prorated portion of the tranche

(3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2013 and 2014 fiscal years. Each tranche consists of 1/3 of the grant. The tranches will vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

(4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2013 fiscal year. Each tranche consists of 1/3 of the grant. The tranches will vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

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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