

HERTZ GLOBAL HOLDINGS INC
Form 4
June 11, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC [HTZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

____ Director
____ Officer (give title below) Other (specify below)
Former Director

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST.

(Street)

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

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

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	05/17/2013		S		46,700 <u>(1)</u>	\$ 25.7973 <u>(2) (3) (4)</u>	0 I See Footnotes <u>(5) (6)</u>
Common Stock	05/17/2013		S		45,560 <u>(1)</u>	\$ 25.7973 <u>(2) (3) (4)</u>	52,032 <u>(7)</u> I See Footnotes <u>(5) (8)</u>
Common Stock	05/17/2013		S		8,700 <u>(1) (9)</u>	\$ 25.25	10,733 I See Footnotes <u>(5) (10)</u>

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) Bank of America Corporation ("Bank of America") disclaims that such transactions are matchable with any transactions that are subject to reporting under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or disgorgement under Section 16(b) of the Exchange Act, and this report shall not be deemed an admission that those sections apply to such transactions.
- (2) The price reported is a weighted average price.
- (3) Bank of America shall provide to the Securities and Exchange Commission, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price.
- (4) These shares were sold in multiple transactions at prices ranging from \$25.66 to \$25.89 per share, inclusive.
- Each of Bank of America, Merrill Lynch & Co., Inc. ("Merrill Lynch"), Merrill Lynch Group, Inc. ("ML Group"), ML IBK Positions, Inc. ("ML IBK"), Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc."), Merrill Lynch GP Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., ML Global Private Equity Fund, L.P. ("MLGPE") and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") expressly disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (5) Such shares were issued to MLGPE upon the exercise of stock options pursuant to transactions that were exempt from Section 16(b) of the Exchange Act. As a result of Bank of America's status as a former director of the issuer, such exercise was therefore not reportable under Section 16(a) of the Exchange Act. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of Merrill Lynch, which is a wholly owned subsidiary of Bank of America.
- (6) The number of shares that was previously reported has been adjusted to reflect the issuance of 851 shares to MLPGE Inc. in a transaction that was exempt from Section 16(b) of the Exchange Act and, therefore, not reportable under Section 16(a) of the Exchange Act.
- (7) Represents shares held directly by MLGPE Inc., which is a wholly owned subsidiary of ML IBK, which is a wholly owned subsidiary of ML Group.
- (8) Transactions executed by the error correction section of MLPFS, a broker-dealer and wholly owned subsidiary of Merrill Lynch, to correct errors made in connection with trades made on behalf of clients of MLPFS.
- (9) Represents shares held directly by MLPFS, a wholly owned subsidiary of Merrill Lynch.
- (10) These shares were purchased in multiple transactions at prices ranging from \$25.97 to \$25.99 per share, inclusive.
- (11)

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.