

MERRILL LYNCH PIERCE FENNER &amp; SMITH INC

Form 4

August 06, 2007

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ML Global Private Equity Fund, L.P.

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)

11/30/2006

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

4 WORLD FINANCIAL CENTER

(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

NEW YORK, NY 10080

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                               |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                                          |                                               |
| Common<br>Stock                       | 12/26/2006                              |                                                             | P                                    |                                                                         | 100                                                                                                                | A                                                                       | \$ 17.02                                                                       | 41,358,900 D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common<br>Stock                       | 12/26/2006                              |                                                             | P                                    |                                                                         | 100                                                                                                                | A                                                                       | \$ 16.98                                                                       | 41,359,000 D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common<br>Stock                       | 12/26/2006                              |                                                             | P                                    |                                                                         | 100                                                                                                                | A                                                                       | \$ 16.98                                                                       | 41,359,100 D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common<br>Stock                       | 12/26/2006                              |                                                             | P                                    |                                                                         | 100                                                                                                                | A                                                                       | \$ 16.95                                                                       | 41,359,200 D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common<br>Stock                       | 12/26/2006                              |                                                             | P                                    |                                                                         | 100                                                                                                                | A                                                                       | \$ 17                                                                          | 41,359,300 D <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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|              |            |   |       |   |          |            |                                    |
|--------------|------------|---|-------|---|----------|------------|------------------------------------|
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.03 | 41,359,400 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.11 | 41,359,500 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 16.93 | 41,359,600 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.01 | 41,359,700 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 16.95 | 41,359,800 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.16 | 41,359,900 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.07 | 41,360,000 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.08 | 41,360,100 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.1  | 41,360,200 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.04 | 41,360,300 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.04 | 41,360,400 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.06 | 41,360,500 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.05 | 41,360,600 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.1  | 41,360,700 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17    | 41,360,800 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 16.98 | 41,360,900 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17    | 41,361,000 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 16.97 | 41,361,100 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 16.98 | 41,361,200 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/26/2006 | P | 100   | A | \$ 17.02 | 41,361,300 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |
|              | 12/26/2006 | S | 1,800 | D |          | 41,359,500 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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|                 |            |   |        |   |              |              |   |             |  |
|-----------------|------------|---|--------|---|--------------|--------------|---|-------------|--|
| Common<br>Stock |            |   |        |   |              | \$<br>17.105 |   |             |  |
| Common<br>Stock | 12/26/2006 | P | 1,800  | A | \$<br>17.105 | 41,361,300   | D | (1) (2) (3) |  |
| Common<br>Stock | 12/27/2006 | P | 62,800 | A | \$ 16.88     | 41,424,100   | D | (1) (2) (3) |  |
| Common<br>Stock | 12/27/2006 | P | 100    | A | \$ 16.98     | 41,424,200   | D | (1) (2) (3) |  |
| Common<br>Stock | 12/27/2006 | P | 300    | A | \$ 16.96     | 41,424,500   | D | (1) (2) (3) |  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Trans<br>(Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| ML Global Private Equity Fund, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X X                              |
| MLGPE Ltd.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080                          | X X                              |
|                                                                                       | X X                              |

ML Global Private Equity Partners, L.P.  
4 WORLD FINANCIAL CENTER  
NEW YORK, NY 10080

Merrill Lynch GP, Inc.  
4 WORLD FINANCIAL CENTER X X  
NEW YORK, NY 10080

Merrill Lynch Group, Inc.  
4 WORLD FINANCIAL CENTER X X  
NEW YORK, NY 10080

MERRILL LYNCH & CO INC  
4 WORLD FINANCIAL CENTER X X  
NEW YORK, NY 10080

MERRILL LYNCH PIERCE FENNER & SMITH INC  
4 WORLD FINANCIAL CENTER X X  
NEW YORK, NY 10080

## Signatures

ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank  
Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

MLGPE Ltd. By: Frank Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By:  
Frank Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

Merrill Lynch GP, Inc. By: Frank Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

Merrill Lynch Group, Inc. By: Frank Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

Merrill Lynch & Co., Inc. By: Frank Marinaro 08/06/2007

\_\_Signature of Reporting Person Date

Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan Santelli 08/06/2007

\_\_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) As of August 6, 2007, approximately 32,142,037 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.

(2) As of August 6, 2007, approximately 28,833 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.

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- (3) Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P. CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer.

### Remarks:

No. 26 out of a total of 128 forms being submitted.

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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