

Hobson Philip  
Form 4  
February 03, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hobson Philip

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E.  
GREENWAY PARKWAY, SUITE  
200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

SVP, Operations

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

**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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/01/2012                              |                                                             | M                                       | 34,944                                                              | A \$ 6.52 168,281                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 02/01/2012                              |                                                             | S                                       | 34,944                                                              | D \$ 21.33 133,337<br>(1)                                                                                          | D                                                                    |                                         |
| Common<br>Stock                       | 02/01/2012                              |                                                             | M                                       | 48,586                                                              | A \$ 6.52 181,923                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 02/01/2012                              |                                                             | S                                       | 48,586                                                              | D \$ 21.33 133,337<br>(1)                                                                                          | D                                                                    |                                         |

# Edgar Filing: Hobson Philip - Form 4

|              |            |   |        |   |                 |         |   |
|--------------|------------|---|--------|---|-----------------|---------|---|
| Common Stock | 02/01/2012 | M | 26,250 | A | \$ 10.28        | 159,587 | D |
| Common Stock | 02/01/2012 | S | 26,250 | D | \$ 21.33<br>(1) | 133,337 | D |
| Common Stock | 02/03/2012 | S | 27,587 | D | \$ 21.85<br>(1) | 105,750 | D |

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option                      | \$ 6.52                                                | 02/01/2012                           |                                                    | M                              | 34,944                                                                                  | (2) 12/04/2016                                           | Common Stock 34,944                                           |
| Employee Stock Option                      | \$ 6.52                                                | 02/01/2012                           |                                                    | M                              | 48,586                                                                                  | (3) 12/04/2016                                           | Common Stock 48,586                                           |
| Employee Stock Option (Right to Purchase)  | \$ 10.28                                               | 02/01/2012                           |                                                    | M                              | 26,250                                                                                  | (5) 02/19/2018                                           | Common Stock 26,250                                           |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Hobson Philip                  |               |           | SVP,    |       |

C/O RSC HOLDINGS INC.  
6929 E. GREENWAY PARKWAY, SUITE 200  
SCOTTSDALE, AZ 85254

Operations

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Phillip  
Hobson

02/03/2012

\_\_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) Average price of shares sold on transaction date.
- (2) Options vested in five equal installments on the first through fifth anniversaries of the grant date. The first installment vested on December 4, 2007.
- (3) Options are performance based options that vest 20% each year based on the Company's achievement of certain pre-determined performance goals.
- (4) Amount of original grant remaining. Pursuant to the Company's stock incentive plan, 20928 shares have been cancelled based on the failure to meet certain performance goals during the term, and 374 shares remain unvested.
- (5) Options vest in four equal installments on the first through fourth anniversaries of the grant date. The first installment vested on February 19, 2009.

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