

Flannery Matthew John  
Form 4  
March 08, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Flannery Matthew John

2. Issuer Name and Ticker or Trading Symbol  
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O UNITED RENTALS, INC., 100  
FIRST STAMFORD PLACE,  
SUITE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Chief Operating Officer

(Street)  
STAMFORD, CT 06902

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/06/2018		F	608 <sup>(1)</sup>	D	\$ 184.99	34,489 D
Common Stock	03/06/2018		A	1,383 <sup>(2)</sup>	A	\$ 184.99	35,872 D
Common Stock	03/06/2018		F	682 <sup>(3)</sup>	D	\$ 184.99	35,190 D
Common Stock	03/06/2018		A	3,568 <sup>(4)</sup>	A	\$ 184.99	38,758 D
Common Stock	03/07/2018		F	1,235 <sup>(1)</sup>	D	\$ 181.35	37,523 D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Flannery Matthew John  
C/O UNITED RENTALS, INC.  
100 FIRST STAMFORD PLACE, SUITE 700  
STAMFORD, CT 06902

EVP & Chief Operating Officer

## Signatures

/s/ Alison M. Walsh,  
Attorney-in-fact

03/08/2018

\_\_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) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of restricted stock units granted and previously reported on Form 4.
  - (2) Represents 2017 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 2017 annual bonus.
- These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances,
- (4) one-third of the units are scheduled to vest on each of March 6, 2019, March 6, 2020 and March 6, 2021. Units are settled with shares of common stock on a one-for-one basis upon vesting.

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