

AVIS BUDGET GROUP, INC.

Form 4

January 28, 2014

**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 \*  
Linnen Edward P

2. Issuer Name **and** Ticker or Trading  
Symbol  
AVIS BUDGET GROUP, INC.  
[CAR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

6 SYLVAN WAY

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2014

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

SVP, Chief HR Officer

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

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 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)
Common Stock	01/25/2014		M <sup>(1)</sup>	V Amount (A) or (D) Price 3,889 A \$ 0 (1)	9,201	D	
Common Stock	01/25/2014		F <sup>(2)</sup>	1,326 D \$ 38.6	7,875	D	
Common Stock	01/26/2014		M <sup>(1)</sup>	3,243 A \$ 0 (1)	11,118	D	
Common Stock	01/26/2014		F <sup>(3)</sup>	1,114 D \$ 38.6	10,004	D	
Common Stock	01/26/2014		M <sup>(1)</sup>	4,170 A \$ 0 (1)	14,174	D	

Edgar Filing: AVIS BUDGET GROUP, INC. - Form 4

Common Stock	01/26/2014	F <sup>(4)</sup>	1,433	D	\$ 38.6	12,741	D	
Common Stock						3,496	I	By 401(k) plan

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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/25/2014		M	3,889	<sup>(5)</sup> <sup>(6)</sup>	Common Stock	3,889
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/26/2014		M	3,243	<sup>(7)</sup> <sup>(6)</sup>	Common Stock	3,243
Performance Based Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/26/2014		M	4,170	<sup>(8)</sup> <sup>(6)</sup>	Common Stock	4,170

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Linnen Edward P 6 SYLVAN WAY PARSIPPANY, NJ 07054	SVP, Chief HR Officer

## Signatures

Jean M. Sera, by Power of Attorney for Edward P.  
Linnen

01/28/2014

\_\_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) Units convert to Common Stock on a one-to-one basis upon vesting.
- (2) Represents tax withholdings in connection with the vesting of 3,889 shares of restricted stock units.
- (3) Represents tax withholdings in connection with the vesting of 3,243 shares of restricted stock units.
- (4) Represents tax withholdings in connection with the vesting of 4,170 shares of restricted stock units.
- (5) Original grant vests in three equal installments on January 25, 2013, 2014 and 2015.
- (6) Expiration date not applicable.
- (7) Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
- (8) 100% of the units vested on the third anniversary of the date of grant based on the Company's achievement of certain average price-per share performance goals.

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.