UNITED RENTALS INC /DE

Form 4/A April 03, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** Welch Martin E			. Issuer Name an mbol NITED RENT				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) Director 10% Owner				
	ED RENTALS, E GREENWICH C		03/01/2007				X Officer (give title Other (specify below) EVP and CFO			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 03/05/2007					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GREENWI	CH, CT 06831						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	ion(A) or Di (Instr. 3,	ies Acquired sposed of (D) 4 and 5) (A) or (D) Price		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	03/01/2007		A	29,999 (1)	A	\$0	29,999	D		
Common	03/01/2007		F	9,435	D	\$ 28.01	20,564	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

28.01

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date				
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Welch Martin E C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831

EVP and CFO

Signatures

/s/ MARTIN E. 04/03/2007 WELCH

**Signature of Reporting Date Person

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).
- Represents shares delivered upon vesting of performance-based restricted stock units; prior Form 4 mistakenly reported 28,999 instead of 29,999.
- Prior Form 4 reported 9,120 shares withheld on 3/01/07 to pay taxes with respect to vesting; this amendment includes an additional 315 shares currently withheld to cover taxes on the additional 1,000 shares that should have been initially reported as vested.

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.

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