De Shon Larry D Form 4 January 30, 2012

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

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Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading De Shon Larry D Issuer Symbol AVIS BUDGET GROUP, INC. (Check all applicable) [CAR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title) (Month/Day/Year) below) 6 SYLVAN WAY 01/26/2012 President, EMEA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

PARSIPPANY, NJ 07054

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(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/26/2012		M(1)	8,686	A	\$0(1)	71,450	D	
Common Stock	01/26/2012		F(2)	3,730	D	\$ 14.19	67,720	D	
Common Stock	01/27/2012		M <u>(1)</u>	10,841	A	\$ 0 (1)	78,561	D	
Common Stock	01/27/2012		F(4)	4,483	D	\$ 14.6	74,078	D	

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

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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 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)	Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	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
Restricted Stock Units	\$ 0 (1)	01/26/2012		M <u>(1)</u>		8,686	(3)	<u>(6)</u>	Common Stock	8,686
Restricted Stock Units	\$ 0 (1)	01/27/2012		M(1)		10,841	(5)	(6)	Common Stock	10,841

Reporting Owners

Director 10% Owner Officer Other

De Shon Larry D 6 SYLVAN WAY PARSIPPANY, NJ 07054

President, EMEA

Signatures

Jean M. Sera, by Power of Attorney for Larry D. De Shon

01/30/2012

**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) Represents restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 8,686 shares of restricted stock units.
- (3) Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
- (4) Represents tax withholdings in connection with the vesting of 10,841 shares of restricted stock units.

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- (5) Original grant vests in three equal installments on January 26, 2011, 2012 and 2013.
- (6) Expiration date not applicable.

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