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De Shon Lar Form 4	ту D										
January 30, 2	2012										
FORM	14								OMB AF	PROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287 January 31,		
Check th if no long	aer.	17 N									
subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNE SECURITIES					ERSHIP OF	Estimated average burden hours per response (
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the 1	Public U		ling Com	pany	Act of	Act of 1934, 1935 or Section)	l		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> De Shon Larry D			2. Issuer Name and Ticker or Trading Symbol AVIS BUDGET GROUP, INC.					5. Relationship of Reporting Person(s) to Issuer			
		[CAR]					(Check all applicable)				
(Last) 6 SYLVAN				3. Date of Earliest Transaction (Month/Day/Year) 01/26/2012				Director 10% Owner X Officer (give title Other (specify below) below) President_EMEA			
	(Street)							President, EMEA			
				Amendment, Date Original I(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 			
PARSIPPA	NY, NJ 07054							Person	ore than One Rej	porting	
(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)	tion Date 2A. Deemed (y/Year) 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) (A) or			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/26/2012			M <u>(1)</u>	8,686	А	\$ 0 <u>(1)</u>	71,450	D		
Common Stock	01/26/2012			F <u>(2)</u>	3,730	D	\$ 14.19	67,720	D		
Common Stock	01/27/2012			M <u>(1)</u>	10,841	A	\$ 0 <u>(1)</u>	78,561	D		
Common Stock	01/27/2012			F <u>(4)</u>	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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	01/26/2012		M <u>(1)</u>		8,686	(3)	(6)	Common Stock	8,686	
Restricted Stock Units	\$ 0 <u>(1)</u>	01/27/2012		M <u>(1)</u>		10,841	(5)	(6)	Common Stock	10,841	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
De Shon Larry D 6 SYLVAN WAY PARSIPPANY, NJ 07054			President, E	MEA				
Signatures								
Jean M. Sera, by Power of Atto Shon	01/30/2012							
<u>**</u> Signature of Reporti	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.

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.