Gartland Thomas M Form 4 January 30, 2012

# FORM 4

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

OMB 3235-0287 Number: January 31,

Check this box if no longer subject to Section 16.

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

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gartland Thomas M			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) 6 SYLVAN V	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2012	Director 10% Owner _X Officer (give title Other (specify below)  President, North America			
	(Street)		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			
PARSIPPANY, NJ 07054				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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)	29,286	D	
Common Stock	01/26/2012		F(2)	3,339	D	\$ 14.19	25,947	D	
Common Stock	01/27/2012		M <u>(1)</u>	10,841	A	\$ 0 (1)	36,788	D	
Common Stock	01/27/2012		F(4)	3,941	D	\$ 14.6	32,847	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)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4,		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)	(6)	Common Stock	8,686
Restricted Stock Units	\$ 0 (1)	01/27/2012		M(1)		10,841	<u>(5)</u>	<u>(6)</u>	Common Stock	10,841

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gartland Thomas M 6 SYLVAN WAY PARSIPPANY, NJ 07054

President, North America

## **Signatures**

Jean M. Sera, by Power of Attorney for Thomas M. Gartland

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.

Reporting Owners 2

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- (5) Original grant vests in three equal installments on January 27, 2011, 2012 and 2013.
- (6) Expiration date not applicable.

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