

HERTZ GLOBAL HOLDINGS INC
Form 4/A
July 09, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERRILL LYNCH & CO INC

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2008

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

4 WORLD FINANCIAL CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/07/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10080

(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 (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)
				(A) or (D)	Price		
Common Stock	06/30/2008		P	654 ⁽¹⁾ ₍₁₀₎	A \$ 9.65	I	See footnotes (2) (3) (4) (5) (6) (7)
Common Stock	07/01/2008		S	428 ⁽¹⁾	D \$ 8.2219	I	See footnotes (2) (3) (4) (5) (7) (8)
Common Stock	07/01/2008		S	200 ⁽¹⁾	D \$ 8.9652	I	See footnotes (2) (3) (4) (5) (7) (9)

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Common Stock	07/02/2008	S	225 <u>(1)</u>	D	\$ 8.2752	39,145,855 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> I <u>(11)</u>	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> <u>(11)</u>
Common Stock	07/02/2008	S	26 <u>(1)</u>	D	\$ 6.91	39,145,829 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> I <u>(12)</u>	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> <u>(12)</u>

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.

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		

Signatures

Merrill Lynch & Co. Inc. By: Frank
Marinaro 07/08/2008

 **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) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.
- The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.
- (2) 32,150,091 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE Ltd. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (3) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (4) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE. *See* footnote 3.
- (5) 22,931 shares are owned directly by MLPFS. This total was incorrectly reported on the Form 4 filed on 7/7/2008.
- (6) Pursuant to the Stockholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.
- (7) 22,503 shares are owned directly by MLPFS. This total was incorrectly reported on the Form 4 filed on 7/7/2008.
- (8) 22,303 shares are owned directly by MLPFS. This total was incorrectly reported on the Form 4 filed on 7/7/2008.
- (9) The total number of shares purchased was incorrectly reported on the Form 4 filed on 7/7/2008.
- (10) 22,078 shares are owned directly by MLPFS.
- (11) 22,052 shares are owned directly by MLPFS.
- (12)

Remarks:

This Form 4 amendment is being filed to correct the number of shares purchased on 6/30/2008 as well as the total number of s

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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