

Goldfinger Edward G  
 Form 3  
 April 08, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Goldfinger Edward G		(Month/Day/Year)	ZIPCAR INC [ZIP]	
(Last)	(First)	(Middle)	04/08/2011	
C/O ZIPCAR, INC. 25 FIRST STREET, Â 4TH FLOOR		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
CAMBRIDGE, Â MA Â 02141		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Chief Financial Officer		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Nonstatutory Stock Option (right to buy)	Â (1)	09/03/2017	Common Stock	208,500 (2)	\$ 4.5 (2)	D	Â
Incentive Stock Option (right to buy)	Â (1)	09/03/2017	Common Stock	54,000 (2)	\$ 4.5 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (3)	11/03/2018	Common Stock	50,000 (2)	\$ 5.1 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (4)	02/25/2020	Common Stock	40,948 (2)	\$ 8.74 (2)	D	Â
Incentive Stock Option (right to buy)	Â (4)	02/25/2020	Common Stock	21,552 (2)	\$ 8.74 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (5)	02/24/2021	Common Stock	125,000 (2)	\$ 14.42 (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfinger Edward G C/O ZIPCAR, INC. 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Edward G.  
Goldfinger

04/08/2011

\*\*Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This option became exercisable as to 25% of the shares subject to this option on September 4, 2008. The remainder of the shares subject to this option become exercisable in 36 equal monthly installments thereafter.  
Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which
- (2) (i) the number of shares of common stock underlying this option was reduced by half and (ii) the exercise price of this option was doubled.
- (3) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on December 3, 2008.
- (4) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 25, 2010.
- (5) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 24, 2011.

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**Remarks:**

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Exhibit 24 - Power of Attorney

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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