

HERTZ GLOBAL HOLDINGS INC

Form 4

February 10, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HERTZ GLOBAL HOLDINGS INC
[HTZ]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 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)			
			Code	V	Amount		Price
Common Stock	12/31/2008		S		478 (3)	D	\$ 4.66
					39,155,920	I	
					(4) (5) (6) (7) (8)		
Common Stock	01/02/2009		P		478 (3)	A	\$ 5.36
					39,156,398	I	
					(4) (5) (6) (7) (9)		
Common Stock	01/05/2009		P		13 (3)	A	\$ 5.3967
					39,156,411	I	
					(4) (5) (6) (7) (10)		
							By Subsidiary (1) (2)
							By Subsidiary (1) (2)
							By Subsidiary (1) (2)

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Common Stock	01/06/2009	S	13 <u>(3)</u>	D	\$ 5.95	39,156,398 <u>(4) (5) (6) (7) (9)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/08/2009	S	700 <u>(3)</u>	D	\$ 5.84	39,155,698 <u>(4) (5) (6) (7) (11)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/08/2009	S	800 <u>(3)</u>	D	\$ 5.85	39,154,898 <u>(4) (5) (6) (7) (12)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/08/2009	P	100 <u>(3)</u>	A	\$ 5.96	39,154,998 <u>(4) (5) (6) (7) (13)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/08/2009	P	1,400 <u>(3)</u>	A	\$ 5.9591	39,156,398 <u>(4) (5) (6) (7) (9)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/12/2009	S	100 <u>(3)</u>	D	\$ 5.95	39,156,298 <u>(4) (5) (6) (7) (14)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/12/2009	P	2,500 <u>(3)</u>	A	\$ 5.93	39,158,798 <u>(4) (5) (6) (7) (15)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/12/2009	P	200 <u>(3)</u>	A	\$ 5.94	39,158,998 <u>(4) (5) (6) (7) (16)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/12/2009	P	400 <u>(3)</u>	A	\$ 5.92	39,159,398 <u>(4) (5) (6) (7) (17)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/12/2009	P	186 <u>(3)</u>	A	\$ 5.75	39,259,584 <u>(4) (5) (6) (7) (18)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/15/2009	S	5,600 <u>(3)</u>	D	\$ 5.16	39,153,984 <u>(4) (5) (6) (7) (19)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	01/29/2009	S	186 <u>(3)</u>	D	\$ 5.898	39,153,798 <u>(4) (5) (6) (7) (20)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	02/03/2009	P	54 <u>(3)</u>	A	\$ 5.09	39,153,852 <u>(4) (5) (6) (7) (21)</u>	I	By Subsidiary <u>(1) (2)</u>
Common Stock	02/04/2009	S	54 <u>(3)</u>	D	\$ 5.029	39,153,798 <u>(4) (5) (6) (7) (20)</u>	I	By Subsidiary <u>(1) (2)</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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Charles F. Bowman, Senior Vice President for Bank of
America

02/10/2009

__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) This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries. BAC consummated a merger with Merrill Lynch & Co. Inc. ("ML&Co.") on January 1, 2009, after which ML&Co. became a direct wholly-owned subsidiary of BAC. As a result of such merger, BAC may be deemed to be the beneficial owner of all the securities of the Issuer directly held by ML&Co. and its subsidiaries.
- (2) Pursuant to the Shareholders 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, ML Global Private Equity Fund, L.P. ("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. MLGPE Ltd. is the general partner of MLGPE and is a wholly-owned subsidiary of ML Global Private Equity

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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.

- (3) Transaction executed by the error correction section of Merrill, Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of ML&Co., to correct errors made in connection with trades made on behalf of clients of MLPFS.

- (4) 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 4 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.

- (5) 32,160,660 shares are owned directly by MLGPE.

- (6) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a limited partnership whose general partner is Merrill Lynch Ventures, L.L.C., a wholly-owned subsidiary of Merrill Lynch Group, Inc. which is a wholly-owned subsidiary of ML&Co.

- (7) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C., whose sole managing member is MLGPE.

- (8) 21,574 shares are owned directly by MLPFS.

- (9) 22,052 shares are owned directly by MLPFS.

- (10) 22,065 shares are owned directly by MLPFS.

- (11) 21,352 shares are owned directly by MLPFS.

- (12) 20,552 shares are owned directly by MLPFS.

- (13) 20,652 shares are owned directly by MLPFS.

- (14) 21,952 shares are owned directly by MLPFS.

- (15) 24,452 shares are owned directly by MLPFS.

- (16) 24,652 shares are owned directly by MLPFS.

- (17) 25,052 shares are owned directly by MLPFS.

- (18) 25,238 shares are owned directly by MLPFS.

- (19) 19,638 shares are owned directly by MLPFS.

- (20) 19,452 shares are owned directly by MLPFS.

- (21) 19,506 shares are owned directly by MLPFS.

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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