

HERTZ GLOBAL HOLDINGS INC

Form 4

January 04, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ML Global Private Equity Fund, L.P.

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)

01/02/2007

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

4 WORLD FINANCIAL CENTER,
23RD FLOOR

(Street)

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

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. 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) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common Stock | 01/02/2007 | | A | 838 ⁽¹⁾ A \$ 0 | 41,496,838 ⁽¹⁾ ^{(2) (3)} | D | |

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.**

SEC 1474
(9-02)

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

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| 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. |
|---|---|---|---|---|---|--|---|--------------|
| Stock Option (Right to Buy) | \$ 17.39 | 01/02/2007 | | A | 2,090 (4) | 01/02/2007 01/02/2017 | Common Stock | 2,090 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | | X | | |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | | X | | |
| Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | | X | | |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro | 01/04/2007 |
| **Signature of Reporting Person | Date |
| MLGPE Ltd. By: Frank Marinaro | 01/04/2007 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro | 01/04/2007 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch GP, Inc. By: Frank Marinaro | 01/04/2007 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch Group, Inc. By: Frank Marinaro | 01/04/2007 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch & Co., Inc. By: Frank Marinaro | 01/04/2007 |
| <u>Signature of Reporting Person</u> | 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).
- 387 of the shares reported were granted to the Reporting Person as assignee of compensation payable to George Bitar for service as a
- (1) director of the Issuer. 451 of the shares reported were granted to the Reporting Person as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of the Reporting Person.
- The Reporting Person is 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 Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (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.,
- (3) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., ML Global Private Equity Fund, L.P. has the right to designate two members to the board of directors of the Issuer.
- 1,045 options were granted to the Reporting Person as assignee of compensation payable to George Bitar for service as a director of the
- (4) Issuer. 1,045 options were granted to the Reporting Person as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of the Reporting Person.

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.