

Griffith Scott W.
Form 4
March 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
Griffith Scott W.

(Last) (First) (Middle)
C/O ZIPCAR, INC., 25 FIRST STREET, 4TH FLOOR
(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2013

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)
Chairman of the Board & CEO

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 (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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/05/2013		G		17,734	D	\$ 0	25,287	I	See Footnote (1)
Common Stock	03/05/2013		G		17,734	A	\$ 0	459,713	D	
Common Stock	03/11/2013		M		375,000	A	\$ 0.98	834,713	D	
Common Stock	03/11/2013		M		12,360	A	\$ 5.1	847,073	D	
Common Stock	03/11/2013		M		28,907	A	\$ 8.74	875,980	D	

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Common Stock	03/11/2013	S	25,580	D	\$ 12.2489 (2)	850,100	D	
Common Stock						87,500	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Incentive Stock Option (Right to Buy)	\$ 0.98	03/11/2013		M	375,000	(4) 11/30/2015	Common Stock 375,000
Incentive Stock Option (Right to Buy)	\$ 5.1	03/11/2013		M	12,360	(5) 11/03/2018	Common Stock 12,360
Incentive Stock Option (Right to Buy)	\$ 8.74	03/11/2013		M	28,907	(6) 02/25/2020	Common Stock 28,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Scott W.	X		Chairman of the Board & CEO	

C/O ZIPCAR, INC., 25 FIRST STREET
4TH FLOOR
CAMBRIDGE, MA 02141

Signatures

/s/ Dean J. Breda, Attorney-in-Fact for Scott W.
Griffith

03/13/2013

 **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) Held by the Scott W. Griffith Qualified Annuity Trust, of which Mr. Griffith is trustee. Mr. Griffith disclaims beneficial ownership of the shares held by Scott W. Griffith Qualified Annuity Trust, except to the extent of his pecuniary interest therein.
- (2) Average price of shares sold. Shares sold in the price range of \$12.24 to \$12.255.
- (3) Held by the Black Bear Trust, of which Mr. Griffith is trustee. Mr. Griffith disclaims beneficial ownership of the shares held by Black Bear Trust, except to the extent of his pecuniary interest therein.
- (4) This option became exercisable as to 25% of the shares subject to this option on November 30, 2006. The remainder of the shares subject to this option became exercisable in 36 equal installments thereafter.
- (5) This option became exercisable in 48 equal monthly installments beginning on December 3, 2008.
- (6) This option became exercisable in 48 equal monthly installments beginning on March 25, 2010.

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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