

HERTZ GLOBAL HOLDINGS INC
Form 4
June 05, 2007

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 *
Foti Richard J

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)
225 BRAE BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2007

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

PARK RIDGE, NJ 07656

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

(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)
			Code	V Amount (D) Price			
Common Stock	06/01/2007		M	81,400 A \$ 4.56	81,400	D	
Common Stock	06/01/2007		S	81,400 D \$ 22.0013	0	D	

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

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(9-02)

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.56	06/01/2007		M	3,400	(2) (2)	Common Stock	3,400
Employee Stock Option (right to buy)	\$ 4.56	06/01/2007		M	78,000	(3) (3)	Common Stock	78,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foti Richard J 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Controller	

Signatures

I, David Parkoff, By Power of Attorney on behalf of Richard J.

Foti

06/05/2007

__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) A total of 81,400 shares were sold in a series of transactions on June 1, 2007 for an average price of \$22.0013. The average price represents the average of the following transactions: 2,500 shares were sold for \$22.02; 5,450 shares were sold for \$22.01; and 73,450 shares were sold for \$22.00.

(2) The Reporting Person was granted 40,000 options on May 5, 2006, which were to become exercisable in five equal annual installments on the first through fifth anniversaries of the grant date. The vesting dates for the second and third installments were accelerated to May 18, 2007 by agreement between the Reporting Person and the Issuer in connection with the pending end of the Reporting Person's employment by the Issuer. Such options will remain exercisable for 60 days from date of vesting and to the extent not exercised within such period will be canceled. The fourth and fifth installments will be unvested and will terminate effective as of the termination of the

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Reporting Person's employment, and are contained in Column 9 of Table II.

- (3) The Reporting Person was granted 130,000 options on May 18, 2006, which were to become exercisable in five equal annual installments on the first through fifth anniversaries of the grant date. The vesting dates for the second and third installments were accelerated to May 18, 2007 by agreement between the Reporting Person and the Issuer in connection with the pending end of the Reporting Person's employment by the Issuer. Such options will remain exercisable for 60 days from date of vesting and to the extent not exercised within such period will be canceled. The fourth and fifth installments will be unvested and will terminate effective as of the termination of the Reporting Person's employment, and are contained in Column 9 of Table II.

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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