

Norman Mark D
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 | |
| ^ Norman Mark D | | (Month/Day/Year) | ZIPCAR INC [ZIP] | |
| (Last) | (First) | (Middle) | 04/08/2011 | |
| C/O ZIPCAR, INC. 25 FIRST STREET, ^ 4TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CAMBRIDGE, ^ MA ^ 02141 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President and COO | |

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) |
|---------------------------------|---|--|---|

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) | 11/01/2017 | Common Stock | 390,758 (2) | \$ 4.5 (2) | D | Â |
| Incentive Stock Option (right to buy) | Â (1) | 11/01/2017 | Common Stock | 109,242 (2) | \$ 4.5 (2) | D | Â |
| Nonstatutory Stock Option (right to buy) | Â (3) | 02/25/2020 | Common Stock | 50,000 (2) | \$ 8.74 (2) | D | Â |
| Nonstatutory Stock Option (right to buy) | Â (4) | 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 |
| Norman Mark D C/O ZIPCAR, INC. 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141 | Â | Â | Â President and COO | Â |

Signatures

/s/ Marc D. 04/08/2011
Norman

**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 87,500 shares on November 1, 2007. The remainder of the shares subject to this option become exercisable in 48 equal monthly installments beginning on December 1, 2007.
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 March 25, 2010.
- (4) 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:

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. 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.