

Griffith Scott W.  
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)

<p>1. Name and Address of Reporting Person *</p> <p>Griffith Scott W.</p> <p>(Last) (First) (Middle)</p> <p>C/O ZIPCAR, INC., 25 FIRST STREET, 4TH FLOOR</p> <p>(Street)</p> <p>CAMBRIDGE, MA 02141</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/08/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ZIPCAR INC [ZIP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of the Board &amp; CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
Common Stock	512,500 <sup>(1)</sup>	D	^
Common Stock	50,000 <sup>(1)</sup>	D	^
Common Stock	50,000 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	87,500 <sup>(1)</sup>	I	See Footnote <sup>(3)</sup>

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)**

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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 Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Option (right to buy)	Â (4)	11/29/2015	Common Stock	375,000 (5)	\$ 0.98 (5)	D	Â
Nonstatutory Stock Option (right to buy)	Â (6)	11/03/2018	Common Stock	237,640 (5)	\$ 5.1 (5)	D	Â
Incentive Stock Option (right to buy)	Â (6)	11/03/2018	Common Stock	12,360 (5)	\$ 5.1 (5)	D	Â
Nonstatutory Stock Option (right to buy)	Â (7)	02/25/2010	Common Stock	211,456 (5)	\$ 8.74 (5)	D	Â
Incentive Stock Option (right to buy)	Â (7)	02/25/2020	Common Stock	38,544 (5)	\$ 8.74 (5)	D	Â
Nonstatutory Stock Option (right to buy)	Â (8)	02/24/2021	Common Stock	250,000 (5)	\$ 14.42 (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Scott W. C/O ZIPCAR, INC., 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141	Â X	Â	Â Chairman of the Board & CEO	Â

## Signatures

/s/ Scott W. Griffith  
Date: 04/08/2011

\*\*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) 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 each share of common stock was reduced by half.
- (2) 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.
- (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 is fully exercisable.

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- 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
- (5) (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.
  - (6) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on December 3, 2008.
  - (7) 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.
  - (8) 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.