

Preotle Jill C.
Form 4
April 19, 2011

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 *
Preotle Jill C.

(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)
04/19/2011

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)

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 | 04/19/2011 | | C | | 250,000 | A | \$ 0 264,396 |
| Common Stock | 04/19/2011 | | C | | 30,000 | A | \$ 0 294,396 |
| Common Stock | 04/19/2011 | | C | | 53,571 | A | \$ 0 347,967 |
| Common Stock | 04/19/2011 | | C | | 21,983 | A | \$ 0 369,950 |
| Common Stock | 04/19/2011 | | C | | 62,473 | A | \$ 0 432,423 |

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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 |
| Series B Redeemable Convertible Preferred Stock | (1) | 04/19/2011 | | C | 250,000 | (1) (2) | Common Stock 250,000 |
| Series B Redeemable Convertible Preferred Stock | (1) | 04/19/2011 | | C | 30,000 | (1) (2) | Common Stock 30,000 |
| Series C Redeemable Convertible Preferred Stock | (3) | 04/19/2011 | | C | 53,571 | (3) (2) | Common Stock 53,571 |
| Series D Redeemable Convertible Preferred Stock | (4) | 04/19/2011 | | C | 21,983 | (4) (2) | Common Stock 21,983 |
| Series E Redeemable Convertible Preferred Stock | (5) | 04/19/2011 | | C | 62,473 | (5) (2) | Common Stock 62,473 |

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

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

X

Signatures

/s/ Jill C. Preotle 04/19/2011

**Signature of Date
Reporting Person

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).
Each share of Series B Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar,
(1) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
(2) Not applicable.
Each share of Series C Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar,
(3) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
Each share of Series D Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar,
(4) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
Each share of Series E Redeemable Convertible Preferred Stock converted into 0.5 shares of common stock upon the closing of Zipcar,
(5) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

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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