

UNITED RENTALS INC /DE  
Form S-8  
April 13, 2006

As filed with the Securities and Exchange Commission on April 13, 2006

Registration No. \_\_\_\_\_

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**UNITED RENTALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**06-1522496**  
(I.R.S. Employer  
Identification Number)

**Five Greenwich Office Park**  
**Greenwich, Connecticut 06831**  
(Address of Principal Executive Offices)

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**United Rentals, Inc. 1998 Stock Option Plan**  
**United Rentals, Inc. 1998 Supplemental Stock Option Plan**  
(Full Title of the Plans)

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**Wayland R. Hicks**

**Chief Executive Officer**

**United Rentals, Inc.**

**Five Greenwich Office Park**

**Greenwich, Connecticut 06831**

**(Name and Address of Agent for Service)**

**(203) 622-3131**

**(Telephone Number, Including Area Code, of Agent for Service)**

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*Copies to:*

**Thomas E. Molner, Esq.**

**Kramer Levin Naftalis & Frankel LLP**

**1177 Avenue of the Americas**

**New York, New York 10036**

**(212) 715-9100**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount</b>		<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
	<b>to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>		
1998 Stock Option Plan - Common Stock	960,000(1)	\$ 17.00(3)	\$ 16,320,000	\$ 1,746
1998 Stock Option Plan - Common Stock	40,000(1)	\$ 34.505(4)	\$ 1,380,200	\$ 147.68
1998 Supplemental Stock Option Plan - Common Stock	2,013,475(2)	\$ 18.50(3)	\$ 37,249,288	\$ 3,986
1998 Supplemental Stock Option Plan - Common Stock	836,525(2)	\$ 34.505(4)	\$ 28,864,296	\$ 3,088.42
			Total:	\$ 8,968.07

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- (1) Representing additional shares authorized under the United Rentals, Inc. 1998 Stock Option Plan.
  - (2) Representing additional shares authorized under the United Rentals, Inc. 1998 Supplemental Stock Option Plan.
  - (3) Calculated solely for the purposes of this offering pursuant to Rule 457(h) under the Securities Act of 1933, as amended, on the basis of the weighted average exercise price of the outstanding options to which such shares are subject.
  - (4) Calculated solely for the purposes of this offering pursuant to Rule 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of Registrant's common stock on April 11, 2006.
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EXPLANATORY STATEMENT IN CONNECTION WITH THE FILING

OF A REGISTRATION STATEMENT ON FORM S-8

FILED PURSUANT TO INSTRUCTION E OF FORM S-8

The Registrant previously filed a Registration Statement on Form S-8 (File No. 333-70345) (the "Registration Statement"), registering shares under the Registrant's 1998 Stock Option Plan and 1998 Supplemental Stock Option Plan, the contents of which are incorporated herein by reference. In accordance with Instruction E of the general instructions to Form S-8, this Registration Statement is registering additional shares under each of these plans.

Item 8. Exhibits.

**Exhibit**

**Number Description**

- 4.1 Amended and Restated Certificate of Incorporation of United Rentals, Inc., (incorporated by reference to exhibit 3.1 of United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 1998).
- 4.2 Certificate of Amendment to the United Rentals, Inc. Amended and Restated Certificate of Incorporation dated, September 29, 1998 (incorporated by reference to Exhibit 4.2 to the United Rentals, Inc. Registration Statement on Form S-3, No. 333-70151).
- 4.3 By-laws of United Rentals, Inc. (incorporated by reference to exhibit 3.2 of United Rentals, Inc. Report on Form 10-Q for the quarter ended June 30, 1998).
- 5 Opinion of Counsel re legality.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Counsel (included in Exhibit 5 above).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut, on this 13th day of April, 2006.

UNITED RENTALS, INC.

By: /s/ Wayland R. Hicks  
 Name: Wayland R. Hicks  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Bradley S. Jacobs <b>Bradley S. Jacobs</b>	Chairman of the Board of Directors	April 13, 2006
/s/ Wayland R. Hicks <b>Wayland R. Hicks</b>	Director and Chief Executive Officer (Principal Executive Officer)	April 13, 2006
/s/ Leon D. Black <b>Leon D. Black</b>	Director	April 13, 2006
/s/ Howard L. Clark <b>Howard L. Clark</b>	Director	April 13, 2006
/s/ Michael S. Gross <b>Michael S. Gross</b>	Director	April 13, 2006
/s/ Singleton McAllister <b>Singleton McAllister</b>	Director	April 13, 2006
/s/ John S. McKinney <b>John S. McKinney</b>	Director	April 13, 2006
<b>Brian McAuley</b>	Director	
/s/ Jason Papastavrou <b>Jason Papastavrou</b>	Director	April 13, 2006
/s/ Mark Suwyn <b>Mark Suwyn</b>	Director	April 13, 2006
/s/ Gerald Tsai, Jr. <b>Gerald Tsai, Jr.</b>	Director	April 13, 2006
/s/ Martin E. Welch III <b>Martin E. Welch III</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	April 13, 2006

EXHIBIT INDEX

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