

BERKOWITZ BRUCE R  
Form 4/A  
February 04, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**FAIRHOLME CAPITAL  
MANAGEMENT LLC**

(Last) (First) (Middle)

**4400 BISCAYNE  
BOULEVARD, 9TH FLOOR**

(Street)

**MIAMI, FL 33137**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**UNITED RENTALS INC /DE [URI]**

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

**01/28/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

**01/30/2009**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	01/28/2009		J <sup>(1)</sup>	249 D	\$ 2,157,243	I	Footnote (2)
Common Stock	01/29/2009		S	1,374 D	\$ 6.09 2,155,869	I	Footnote (2) (3)
Common Stock					8,197,518	I	Footnote (4) (5)
Common Stock					182,730	D (6)	

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



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The securities were held in a managed account managed by Fairholme Capital Management, L.L.C. ("Fairholme") pursuant to an investment management agreement that was terminated. Accordingly, Fairholme and Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme, the "Reporting Persons") are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.

- Mr. Berkowitz is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that the Reporting Persons may be deemed to beneficially own the
- (2) securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - (3) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.
  - (4) These securities are owned by Fairholme Funds, Inc. (the "Fund").
  - (5) These securities may be deemed to be beneficially owned by Fairholme, the investment manager of the Fund, and Mr. Berkowitz, the managing member of Fairholme.
  - (6) These securities are owned by Mr. Berkowitz, who is a Reporting Person.

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.