

UNITED RENTALS INC /DE
Form 4
August 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
HICKS WAYLAND R

(Last) (First) (Middle)

**C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK**

(Street)

GREENWICH,, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

08/22/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/22/2008 | | M | | 20,000 A \$ 12.4375 | 654,353 | D |
| Common Stock | 08/22/2008 | | S(1) | | 2,000 D \$ 16 | 652,353 | D |
| Common Stock | 08/22/2008 | | S(1) | | 4,000 D \$ 16.01 | 648,353 | D |
| Common Stock | 08/22/2008 | | S(1) | | 6,000 D \$ 16.02 | 642,353 | D |
| Common Stock | 08/22/2008 | | S(1) | | 2,000 D \$ 16.03 | 640,353 | D |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|------------|---------|---|
| Common Stock | 08/22/2008 | <u>S(1)</u> | 4,000 | D | \$ 16.05 | 636,353 | D |
| Common Stock | 08/22/2008 | <u>S(1)</u> | 600 | D | \$ 16.07 | 635,753 | D |
| Common Stock | 08/22/2008 | <u>S(1)</u> | 1,000 | D | \$ 16.09 | 634,753 | D |
| Common Stock | 08/22/2008 | <u>S(1)</u> | 200 | D | \$ 16.1 | 634,553 | D |
| Common Stock | 08/22/2008 | <u>S(1)</u> | 200 | D | \$ 16.13 | 634,353 | D |
| Common Stock | 08/25/2008 | M | 20,000 | A | \$ 12.4375 | 654,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 800 | D | \$ 15.93 | 653,553 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 1,200 | D | \$ 15.94 | 652,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 3,200 | D | \$ 15.96 | 649,153 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 200 | D | \$ 15.97 | 648,953 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 700 | D | \$ 15.98 | 648,253 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 1,900 | D | \$ 15.99 | 646,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 1,400 | D | \$ 16.01 | 644,953 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 4,600 | D | \$ 16.02 | 640,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 1,900 | D | \$ 16.03 | 638,453 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 100 | D | \$ 16.04 | 638,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 2,000 | D | \$ 16.08 | 636,353 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 600 | D | \$ 16.1 | 635,753 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 200 | D | \$ 16.11 | 635,553 | D |
| Common Stock | 08/25/2008 | <u>S(1)</u> | 1,000 | D | \$ 16.13 | 634,553 | D |
| | 08/25/2008 | <u>S(1)</u> | 200 | D | \$ 16.15 | 634,353 | D |

Common
Stock

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

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|---|-------------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | | | |
| Stock Options | \$ 12.4375 | 08/22/2008 | | M | V | (A) 20,000 | (2) 10/09/2008 | Common Stock | 20,000 |
| Stock Options | \$ 12.4375 | 08/25/2008 | | M | | (A) 20,000 | (2) 10/09/2008 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HICKS WAYLAND R C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH,, CT 06831 | X | | | |

Signatures

/s/ Joli Lyn Gross, attorney
in fact 08/26/2008

**Signature of Reporting Person Date

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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 1, 2008.

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- (2) The option to which these transactions relate was granted on October 9, 1998, and vested one-third on grant, one-third after one year and the balance after two years.

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