

Douglas Elyse  
Form 4  
March 01, 2011

**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 \*  
Douglas Elyse

2. Issuer Name and Ticker or Trading Symbol  
HERTZ GLOBAL HOLDINGS INC  
[HTZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 BRAE BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Execut Vice President and CFO

PARK RIDGE, NJ 07656

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2011		M		74,447	A (1)	(1)
Common Stock	02/26/2011		F		37,485	D (2)	\$ 15.14
							165,047 (6)
							127,562 (6)

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

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(9-02)



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Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance units vest in three tranches, contingent upon the Recipient's continued employment. The first and second tranches will each consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first tranche will vest on March 4, 2011, the second tranche will vest on March 4, 2012 and the third tranche will vest on March 4, 2013.

- (5) The options will vest in four equal installments on the first through fourth anniversaries of the grant date. The first installment will become exercisable on March 1, 2012.
- (6) Includes 10722 shares acquired through Employee Stock Purchase Plan

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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