

ROOF DONALD C  
Form 4  
April 30, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROOF DONALD C

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E.  
GREENWAY PARKWAY, SUITE  
200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RSC Holdings Inc. [RRR]

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

04/26/2012

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/26/2012                              |                                                             | S                                       | 10,000                                                                  | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price<br>\$<br>23.55<br>(1)                                                                                        | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 04/26/2012                              |                                                             | S                                       | 610                                                                     | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price<br>\$<br>23.55<br>(1)                                                                                        | 0                                                                       | I                                                                 |
| Common<br>Stock                       | 04/30/2012                              |                                                             | D                                       | 5,390                                                                   | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price<br>\$<br>23.55<br>(1)                                                                                        | 0                                                                       | I                                                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | by Roof<br>Family<br>Foundation,<br>Inc.                          |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | by Roof<br>Family<br>Foundation,<br>Inc.                          |

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Common Stock 04/30/2012 D 60,081 (3) D (2) 0 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships                    |
|-------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                       | Director 10% Owner Officer Other |
| ROOF DONALD C<br>C/O RSC HOLDINGS INC.<br>6929 E. GREENWAY PARKWAY, SUITE 200<br>SCOTTSDALE, AZ 85254 | X                                |

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Donald C.  
Roof 04/30/2012

\_\_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) Average price of shares sold on transaction date.
- (2) Disposed of pursuant to a merger agreement between Issuer and United Rentals, Inc. ("URI"). In the merger, each share of Issuer's common stock (and each restricted stock unit) was exchanged for \$10.80 plus 0.2783 shares of URI common stock (with cash paid for

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fractional shares exchanged and rounding down for restricted stock units) having a market value of \$46.68 per share on the effective date of the merger.

- (3) This represents an award of restricted stock units which vested in full on the effective date of the merger. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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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