

HERTZ GLOBAL HOLDINGS INC

Form 4

November 12, 2015

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 *
 TAGUE JOHN P

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)

999 VANDERBILT BEACH
 ROAD, 3RD FLOOR

(Street)

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

11/10/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

NAPLES, FL 34108

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

(City) (State) (Zip)

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 (D) Price			

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

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to purchase)	\$ 22.75	11/10/2015	A		500,000		<u>(1)</u>	<u>(1)(2)</u>	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAGUE JOHN P 999 VANDERBILT BEACH ROAD 3RD FLOOR NAPLES, FL 34108	X		President and CEO	

Signatures

William Langston, By Power of Attorney on behalf of John P. Tague 11/12/2014

__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) On November 21, 2014, the Reporting Person was issued: (1) an option to acquire 500,000 shares of common stock of the Issuer (the "transition options") that will vest on December 31, 2015 if the Reporting Person develops and presents a business plan by December 31, 2015 that is approved by the Board of Directors, and a management team that is reasonably acceptable to the Board is in place by June 30, 2015, subject to the Reporting Person's continued employment on the vesting date, which will expire no later than December 31, 2019; and (2) an option to acquire 500,000 shares of common stock of the Issuer that will vest on December 31, 2017, subject to the satisfaction of revenue efficiency metrics in respect of the period from 2015-2017 to be developed by the Compensation Committee of the Board with input from the Reporting Person, and the Reporting Person continued employment on the vesting date, which will expire no later than June 30, 2020.

(2) On November 10, 2015, the performance criteria for the transition options were satisfied and the transition options will vest on December 31, 2015 if the Reporting Person continues to be employed by the Issuer on such date.

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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