

Hobson Philip  
Form 4  
May 01, 2012

**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 \*  
Hobson Philip

(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)  
04/30/2012

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)  
SVP, Operations

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/30/2012		D		30,200 (1) 0	D	
Common Stock	04/30/2012		D		26,800 (2) 0	D	
Common Stock	04/30/2012		D		14,100 (3) 0	D	
Common Stock	04/30/2012		D		12,500 (2) 0	D	

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options	\$ 6.52	04/30/2012		D		375	04/30/2012	12/04/2016	Common Stock	375 <sup>(8)</sup>
Employee Stock Options	\$ 10.28	04/30/2012		D		8,750	02/19/2012	02/19/2018	Common Stock	8,750 <sup>(9)</sup>
Employee Stock Options	\$ 10	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 <sup>(9)</sup>
Employee Stock Options	\$ 12	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 <sup>(9)</sup>
Employee Stock Options	\$ 14	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 <sup>(9)</sup>
Employee Stock Options	\$ 16	04/30/2012		D		8,700	04/20/2015	04/20/2021	Common Stock	8,700 <sup>(9)</sup>
Employee Stock Options	\$ 17	04/30/2012		D		9,300	04/20/2015	04/20/2021	Common Stock	9,300 <sup>(9)</sup>
Employee Stock Options	\$ 18	04/30/2012		D		10,100	04/20/2015	04/20/2021	Common Stock	10,100 <sup>(9)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hobson Philip C/O RSC HOLDINGS INC. 6929 E. GREENWAY PARKWAY, SUITE 200 SCOTTSDALE, AZ 85254			SVP, Operations	

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Phillip Hobson	05/01/2012
**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).

This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 45,300 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is

(1) December 31, 2012. As a result of the merger between United Rentals, Inc. ("URI") and Issuer, 30,200 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

This represents an award of time based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. The original service vesting schedule shall continue to apply to these restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(2)

This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 21,150 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is

(3) December 31, 2013. As a result of the merger, 14,100 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 15,586 shares of URI common stock.

(5) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 13,831 shares of URI common stock.

(6) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 7,277 shares of URI common stock.

(7) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 6,451 shares of URI common stock.

(8) The vesting of the option was accelerated as of the closing of the merger.

(9) The original vesting schedule continues to apply to the option subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(10) This option was assumed by URI in the merger and replaced with an option to purchase 193 shares of URI common stock for \$12.64 per share.

(11) This option was assumed by URI in the merger and replaced with an option to purchase 4,515 shares of URI common stock for \$19.92 per share.

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- (12) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$19.38 per share.
- (13) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$23.26 per share.
- (14) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$27.13 per share.
- (15) This option was assumed by URI in the merger and replaced with an option to purchase 4,490 shares of URI common stock for \$31.01 per share.
- (16) This option was assumed by URI in the merger and replaced with an option to purchase 4,799 shares of URI common stock for \$32.94 per share.
- (17) This option was assumed by URI in the merger and replaced with an option to purchase 5,212 shares of URI common stock for \$34.88 per share.

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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