

Olsson Erik
Form 4
February 03, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Olsson Erik

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

(Street)

SCOTTSDALE, AZ 85254

(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	Price	
Common Stock	02/01/2012		M		314,596 A	\$ 6.52	805,410 D
Common Stock	02/01/2012		S		314,596 D	\$ 21.37	490,814 D
Common Stock	02/01/2012		M		437,427 A	\$ 6.52	928,241 D
Common Stock	02/01/2012		S		437,427 D	\$ 21.37	490,814 D

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 6.52	02/01/2012		M	314,596	⁽²⁾	12/04/2016	Common Stock	314,596
Employee Stock Option	\$ 6.52	02/01/2012		M	437,427	⁽³⁾	12/04/2016	Common Stock	437,427

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olsson Erik C/O RSC HOLDINGS INC. 6929 E. GREENWAY PARKWAY, SUITE 200 SCOTTSDALE, AZ 85254	X		President and CEO	

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Erik Olsson

02/03/2012

**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) Options vested in five equal installments on the first through fifth anniversaries of the grant date. The first installment vested on December 4, 2007.
- (3) Options are performance based options that vest 20% each year based on the Company's achievement of certain pre-determined performance goals.

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- (4) Amount of original grant remaining. Pursuant to the Company's stock incentive plan, 188402 shares have been cancelled based on the failure to meet certain performance goals during the term, and 3365 shares remain unvested.

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