UNITED RENTALS INC /DE

Form 4

January 28, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

	•								
1. Name and Address of Reporting Person ** KNEELAND MICHAEL			2. Issuer Name and Ticker or Trading Symbol UNITED RENTALS INC /DE [URI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			(Month/I	Day/Year)		_X_ Director			
C/O UNITI	S, INC., 100	01/26/2016			_X_ Officer (giv below)	e title Oth below)	er (specify		
FIRST STAMFORD PLACE - STE						President and C.E.O.			
700									
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line)			
						X Form filed by	1 0		
STAMFOR	D, CT 06902					Form filed by I Person	More than One Ro	eporung	
(City)	(State)	(Zip)	Tab	le I - Non-	-Derivative Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction	Date 2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature	
Security	(Month/Day/Y	ear) Execution	n Date, if	Transact	tion(A) or Disposed of (D)	Securities	Ownership	Indirect	

		1 401	CI-IOII-L	ciivative	occur i	nes Acqu	in cu, Disposcu oi	, or Denemeral	y Owncu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/26/2016		A	32,659 (1)	A	\$ 56.89	401,990	D	
Common Stock	01/26/2016		F	12,174 (2)	D	\$ 56.89	389,816	D	
Common Stock							8,999 (3)	I	By 401(k)

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

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displays a currently valid OMB control

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KNEELAND MICHAEL							
C/O UNITED RENTALS, INC.	X		President				
100 FIRST STAMFORD PLACE - STE 700	Λ		and C.E.O.				
STAMFORD, CT 06902							

Signatures

/ s / Michael J.

Kneeland

**Signature of Reporting Date

**Signature of Reporting D
Person

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).
- These shares comprise an award of restricted stock units granted to the reporting person. The units are fully vested upon the grant date
 (1) and are settled with shares of common stock on a one-for-one basis. The restricted stock units were granted under the Annual Incentive Compensation Plan with respect to 2015 performance.
- (2) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of restricted stock units.
- (3) Reflects number of shares held under the reporting person's account in the Company's 401(k) plan as of January 26, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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