

Groman Kevin
 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 *
 Groman Kevin

(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, General Counsel

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 (D) or Price		
Common Stock	04/30/2012		D		20,800 (1)	D	D
Common Stock	04/30/2012		D		18,500 (2)	D	D
Common Stock	04/30/2012		D		13,200 (3)	D	D
Common Stock	04/30/2012		D		11,700 (2)	D	D
Common Stock	04/30/2012		D		18,000 (8)	D	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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(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 or Number of Shares
Employee Stock Options	\$ 6.52	04/30/2012		D	1,094	04/30/2012 12/04/2016	Common Stock 1,094 (9)
Employee Stock Options	\$ 10	04/30/2012		D	13,800	04/20/2014 04/20/2020	Common Stock 13,800 (10)
Employee Stock Options	\$ 12	04/30/2012		D	13,800	04/20/2014 04/20/2020	Common Stock 13,800 (10)
Employee Stock Options	\$ 14	04/30/2012		D	13,800	04/20/2014 04/20/2020	Common Stock 13,800 (10)
Employee Stock Options	\$ 16	04/30/2012		D	8,100	04/20/2015 04/20/2021	Common Stock 8,100 (10)
Employee Stock Options	\$ 17	04/30/2012		D	8,700	04/20/2015 04/20/2021	Common Stock 8,700 (10)
Employee Stock Options	\$ 18	04/30/2012		D	9,400	04/20/2015 04/20/2021	Common Stock 9,400 (10)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Groman Kevin
C/O RSC HOLDINGS INC.
6929 E. GREENWAY PARKWAY, SUITE 200
SCOTTSDALE, AZ 85254

SVP, General Counsel

Signatures

/s/ Kevin J.

Groman

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 31,200 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, 20,800 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.

(3) 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 19,800 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 December 31, 2013. As a result of the merger, 13,200 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.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 10,734 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 9,547 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 6,812 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 6,038 shares of URI common stock.

(8) Disposed of pursuant to the merger agreement between Issuer and URI. In the merger, each share of Issuer's common stock was exchanged for \$10.80 plus 0.2783 shares of URI common stock having a market value of \$46.68 per share on the effective date of the merger.

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

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

(11) This option was assumed by URI in the merger and replaced with an option to purchase 564 shares of URI common stock for \$12.64 per share.

(12) This option was assumed by URI in the merger and replaced with an option to purchase 7,122 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 7,122 shares of URI common stock for \$23.26 per share.

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- (14) This option was assumed by URI in the merger and replaced with an option to purchase 7,122 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 4,180 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 4,490 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 4,851 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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