HERTZ GLOBAL HOLDINGS INC
Form 4/A
January 24, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC [HTZ]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
04/04/2011

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	05/25/2010		A		8,914 (2)	A	$ 0	32,196,331	I	See Footnotes (3) (4) (5)
Common Stock	08/18/2010		A		1,979 (6)	A	$ 0	32,198,310	I	See Footnotes (3) (4) (5)
Common Stock	03/31/2011		S		7,657,583 (7)	D	$ 15.63	24,540,727	I	See Footnotes (3) (4) (5)

Common Stock	03/31/2011		S	922,689 (7)	D	$ 15.63	2,949,860	I	See Footnotes (3) (8)
Common Stock	03/31/2011		S	738,890 (7)	D	$ 15.63	2,362,247	I	See Footnotes (3) (9)
Common Stock	03/31/2011		S	4,613,447 (7)	D	$ 15.63	14,749,298	I	See Footnotes (3) (10)
Common Stock							19,433	I	See Footnotes (3) (11)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of America	01/22/2013
**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)	This amendment is being filed by Bank of America Corporation ("Bank of America") to report the transaction by CMC-Hertz Partners, L.P. ("CMC LP") identified in Table 1 above and to correct the amount of securities reported as beneficially owned by Bank of America following the transactions reported in Table I of the Form 4 filed on April 4, 2011 (the "Original Filing"). The Original Filing inadvertently omitted certain shares held directly by CMC LP that Bank of America may be deemed to beneficially own, as described in more detail in footnote 10 below.
(2)	Includes 7,039 and 1,875 shares granted to Merrill Lynch Global Private Equity Fund, L.P. ("MLGPE") as assignee of compensation payable to Travis Hain and Angel Morales, respectively, for service as a director of the Issuer. Messrs. Hain and Morales were designated to serve as a director of the Issuer pursuant to the designation right described in footnote 5 below.
(3)	Each of Bank of America, Merrill Lynch & Co., Inc. ("Merrill Lynch"), Merrill Lynch Group, Inc. ("ML Group"), Merrill Lynch GP, Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., MLGPE, Merrill Lynch Ventures, L.L.C. ("MLV LLC"), Merrill Lynch Ventures L.P. 2001 ("MLV LP"), ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), CMC-Hertz General Partner, L.L.C. ("CMC GP"), CMC LP and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
(4)	Represents shares held directly by MLGPE. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of Merrill Lynch, which is a wholly owned subsidiary of Bank of America.
(5)	Pursuant to the Amended and Restated Stockholders Agreement, dated November 20, 2006, as it may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC LP and Hertz Co-Investor LP, MLGPE had the right to designate two members to the board of directors of the Issuer. Following the secondary offering completed on March 31, 2011, MLGPE has the right to designate one member to the board of directors of the Issuer.
(6)	Represents 1,979 shares granted to MLGPE as assignee of compensation payable to Angel Morales for service as a director of the Issuer.
(7)	Transaction executed pursuant to that certain Underwriting Agreement, by and between the Issuer, Goldman, Sachs & Co., MLGPE, MLV LP, Hertz Co-Investor LP, CMC LP, Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P. and CEP II Participations S.ar.l. SICAR, dated as of March 28, 2011.
(8)	Represents shares held directly by MLV LP, a limited partnership whose general partner is MLV LLC, a wholly owned subsidiary of ML Group.
(9)	Represents shares held directly by Hertz Co-Investor LP, a limited partnership whose general partner is Hertz Co-Investor LLC, whose sole managing member is MLGPE.
(10)	Represents shares held directly by CMC LP that were inadvertently omitted from Bank of America's previously filed Section 16 reports. CMC GP is the sole general partner of CMC LP and may be deemed to beneficially own the shares directly owned by CMC LP. MLGPE is a member of CMC GP and an indirect wholly owned subsidiary of Bank of America. Bank of America may therefore be deemed to beneficially own the shares directly owned by CMC LP.
(11)	Represents shares held by MLPFS, a registered broker-dealer and wholly owned subsidiary of Merrill Lynch. The number of shares previously reported has been adjusted to remove certain shares for which MLPFS has no pecuniary interest.

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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