## Edgar Filing: PASSERINI FILIPPO - Form 4

PASSERINI	FILIPPO									
Form 4										
June 12, 201	2									
FORM	4		an an n			~~~ .			OMB AF	PROVAL
	• UNITED	STATES					NGE C	COMMISSION	OMB	3235-0287
Check thi	is box		Was	shington,	D.C. 20	549			Number:	January 31,
if no long subject to Section 1 Form 4 o	ger <b>STATE</b> 6.	MENT OI	F CHAN	GES IN I SECUR		ICIA	LOW	NERSHIP OF	Expires: Estimated a burden hour response	2005 verage
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17	(a) of the l	Public Ut		ling Con	npang	y Act of	e Act of 1934, E 1935 or Section 40	n	
(Print or Type F	Responses)									
1. Name and A PASSERIN	ddress of Reporting	g Person <u>*</u>	Symbol	Name and			-	5. Relationship of Issuer		
(Last)	(First)	(Middle)		Earliest Tr			[]	(Chec	k all applicable	)
C/O UNITE	D RENTALS, GREENWICH		(Month/D 06/08/20	ay/Year)	ansaction			_X_ Director Officer (give below)		Owner r (specify
	(Street)			ndment, Da th/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by C		
GREENWIG	CH, CT 06831							Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	06/08/2012			A	3,841 (1) (2)	A	\$ 32.55 (1)	18,748 <u>(2)</u>	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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]	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	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		Relationsh	nips	
The forming of the Linner Linner Constant	Director	10% Owner	Officer	Other
PASSERINI FILIPPO C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831	Х			
Signatures				
/s/ Jonathan M. Gottsegen, attorney-in-fact	(	)6/12/2012		
**Signature of Reporting Person		Date		
Explanation of Respo	neae			

## **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) Represents Restricted Stock Units that will be settled for shares of Common Stock on a one-for-one basis in accordance with the terms of a Director Restricted Stock Unit Agreement between the Company and the Reporting Person.
- (2) Restricted Stock Units are fully vested upon award. However, subject to acceleration in certain circumstances, payment in respect of the Units will not be made until June 8, 2015.

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.