

Gottsegen Jonathan Mark  
 Form 4  
 March 15, 2010

**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 \*  
 Gottsegen Jonathan Mark

(Last) (First) (Middle)

C/O UNITED RENTALS,  
 INC., FIVE GREENWICH OFFICE  
 PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

03/11/2010

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock <sup>(1)</sup>	03/11/2010		A		15,000 <sup>(1)</sup>	A	\$ 0 32,000	D
Common Stock	03/15/2010		F		2,124	D	\$ 8.26 29,876	D
Common Stock	03/15/2010		S		3,543	D	\$ 8.26 26,333	D
Common Stock	03/15/2010		M		13,334	A	\$ 3.375 39,667	D
Common Stock	03/15/2010		F		2,956	D	\$ 8.26 36,711	D

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Common Stock      03/15/2010      S      10,378      D      \$ 8.26      26,333      D

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)	Amount or Number of Shares
				Code	V      (A)      (D)	Date Exercisable      Expiration Date	Title	
Stock Option - Right to Buy	\$ 8.315	03/11/2010		A	40,000	<u>(2)</u> 03/10/2020	Common Stock	40,000
Stock Option - Right to Buy	\$ 3.375	03/15/2010		M	13,334	<u>(3)</u> 03/12/2019	Common Stock	13,334

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Gottsegen Jonathan Mark  
C/O UNITED RENTALS, INC.  
FIVE GREENWICH OFFICE PARK  
GREENWICH, CT 06831

SVP & General Counsel

## Signatures

/s/ Jonathan M. Gottsegen      03/15/2010

\*\*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) These shares comprise an award of restricted stock units granted to Mr. Gottsegen. Subject to acceleration in certain circumstances, 5,000 of the units are scheduled to vest on each of March 11, 2011, March 11, 2012 and March 11, 2013. Units are settled for shares of common stock on a one-for-one basis upon vesting.
  - (2) The option is exercisable in three installments, 13,333 of the option shares become exercisable on each of March 11, 2011 and March 11, 2012 and 13,334 of the option shares become exercisable on March 11, 2013.
  - (3) In connection with an option award granted to Mr. Gottsegen on March 13, 2009 and originally reported on March 17, 2009, an initial 13,334 of the option shares became exercisable on March 13, 2010.

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.