KNEELAND MICHAEL

Form 4 March 10, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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)

1. Name and AcKNEELANI	ng Person *	Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			UNITED RENTALS INC /DE [URI] 3. Date of Earliest Transaction			(Check all applicable)		
C/O UNITE	D RENTALS,		(Month/D 03/08/20	ay/Year)	ansaction		ve title 10% Owner below) Other (specify	
PARK	GREENWICH (Street)	1 OFFICE				Chief	Executive Officer	
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
GREENWIC		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed	of, or Beneficially Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership 7. Nature Form: Direct Indirect	

	Table	C I - 110II-D	ciivative 5	ccuiii	ics Acq	lan ca, Disposca (oi, oi beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
•	any	Code	(D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
						Reported		
						Transaction(s)		
		G 1 17			ъ.	(Instr. 3 and 4)		
		Code V		(D)	Price			
03/08/2011		Δ	25,008	Δ	\$ 0	243 522	D	
03/00/2011		Λ	(1)	А	ψυ	273,322	D	
						8 000 (2)	T	By 401(k)
						0,777 <u>< 7</u>	1	Dy 701(K)
		2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) (25,008)	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) Price (D3/08/2011)	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction(A) or Disposed of Securities Code (D) Beneficially Owned Following Reported Transaction(s) (A) or Code V Amount (D) Price Code V Amount (D) Price 25,008 A \$ 0 243,522	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) Execution Date, if any (D) or (Instr. 4) Execution Date, if any (D) or (Instr. 4) Execution Date, if any (D) or (D) or (D) or (Instr. 4) Execution Date, if any (D) or (D) or (Instr. 3) and 4) (Instr. 4) (Instr. 4) Execution Date, if any (D) or (D) or (Instr. 3) and 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 5) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 7) (Instr. 6) (Instr. 7) (Instr. 7) (Instr. 8) (Instr. 6) (Instr. 7) (Instr. 8) (Instr. 9) (

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date rities (Month/Day/Year) sposed of E. 3, 4,		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	
Stock Option - Right to Buy	\$ 31.49	03/08/2011		A	38,580	<u>(3)</u>	03/07/2021	Common Stock	38,580	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips				
•	Director	10% Owner	Officer	Other	
KNEELAND MICHAEL					
C/O UNITED RENTALS, INC.	X		Chief Executive Officer		

GREENWICH, CT 06831

Signatures

/s/ Michael J. 03/10/2011 Kneeland

FIVE GREENWICH OFFICE PARK

**Signature of Reporting Date
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. Subject to acceleration in certain circumstances, (1) one-third of the units are scheduled to vest on each of March 8, 2012, March 8, 2013 and March 8, 2014. Units are settled with shares of
- common stock on a one-for-one basis upon vesting.
- $\textbf{(2)} \quad \text{Reflects number of shares held under the reporting person's account in the Company's } 401(k) \text{ plan as of March 9, 2011.}$
- (3) The option is exercisable in three installments: one-third of the option shares become exercisable on each of March 8, 2012 and March 8, 2013 and March 8, 2014.

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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