

**FORM 4**

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

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person<br>MERRILL LYNCH & CO INC |  | 2. Issuer Name and Ticker or Trading Symbol<br>HERTZ GLOBAL HOLDINGS INC [HTZ]          |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br>4 WORLD FINANCIAL CENTER               |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/01/2008                          |  |   |  |
| (Street)<br>NEW YORK, NY 10080                                    |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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                    | 04/01/2008                           |  | P                              |   | 4 (8)   | A          | \$ 12.48 | 39,143,547  | I  | See footnotes (1) (2) (3) (4) (5) (6)                 |
| Common Stock                    | 05/15/2008                           |  | A                              |   | 2,286 (10)  | A          | \$ 0     | 39,145,833  | I  | See footnotes (2) (3) (4) (5) (6) (11)                |
| Common Stock                    | 05/16/2008                           |  | S                              |   | 4 (8)   | D          | \$ 14.13 | 39,145,829  | I  | See footnotes (2) (3) (5) (6) (9) (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Option (Right to buy)                | \$ 14.21   | 05/15/2008                           |  | A                              |   | 38,136 (7)  |     | 05/15/2008   | 05/15/2018      | Common Stock  | 38,136 (7)                 | \$ 0                                       | 38,136   | I  | See footnotes (5) (6) (7)                              |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MERRILL LYNCH & CO INC<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080                  | X             | X         |         |       |
| ML Global Private Equity Fund, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080     | X             | X         |         |       |
| MLGPE Ltd.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080                              |               | X         |         |       |
| ML Global Private Equity Partners, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |               | X         |         |       |
| Merrill Lynch GP, Inc.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080                  |               | X         |         |       |
| Merrill Lynch Ventures LP 2001<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080          |               | X         |         |       |
| MERRILL LYNCH VENTURES LLC<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080              |               | X         |         |       |
| ML Hertz Co-Investor, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080              |               | X         |         |       |
| ML Hertz Co-Investor GP, L.L.C.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080         |               | X         |         |       |
| Merrill Lynch Group, Inc.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080               |               | X         |         |       |

**Signatures**

|  |  |            |
|--|--|------------|
| Merrill Lynch & Co., Inc. By: Frank Marinaro   |  | 05/19/2008 |
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro |  | 05/19/2008 |
| MLGPE LTD. By: Frank Marinaro  |  | 05/19/2008 |

|   |                               |  |            |
|---|-------------------------------|--|------------|
|   | Signature of Reporting Person |  | Date       |
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro  |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| Merrill Lynch GP, Inc. By: Frank Marinaro   |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| Merrill Lynch Ventures L.P. 2001 By: Merrill Lynch Ventures, LLC, its general Partner By: Frank Marinaro  |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| Merrill Lynch Ventures, LLC By: Frank Marinaro  |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| ML Hertz Co-Investor, L.P. By: ML Hertz Co-Investor GP, LLC By: ML Global Private Equity Fund, L.P., its sole member by: MLGPE Ltd., its general partner By: Frank Marinaro |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| ML Hertz Co-Investor GP, L.L.C. By: ML Global Private Equity Fund, L.P., its sole member by: MLGPE Ltd., its general partner By: Frank Marinaro                             |                               |  | 05/19/2008 |
|   | Signature of Reporting Person |  | Date       |
| Merrill Lynch Group, Inc. By Frank Marinaro   |                               |  | 05/19/2008 |
|   | 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) 32,147,805 shares are owned directly by MLGPE, a partnership of which MLGPE Ltd. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of
- (2) 3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, LLC is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc.
- (3) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P., a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is MLGPE.
- (4) 22,056 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of ML&Co., Inc.
- (5) Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (6) Pursuant to the Shareholders Agreement dated December 21, 2005, as 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. I directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.
- (7) 19,068 of the options reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 19,068 of the options reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the
- (8) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.
- (9) 22,052 shares are owned directly by MLPFS.
- (10) 1,055 of the shares reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 1,231 of the shares reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issue
- (11) 32,150,091 shares are owned directly by MLGPE. See footnote 1.

### Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of two filed reporting on the same securities by the following joint filers: Merrill Lynch & Co., Inc.; ML Global Private Equity Investor, L.P.; ML Hertz Co-Investor GP, L.L.C.; Merrill Lynch Group, Inc.; and Merrill Lynch Pierce, Fenner & Smith Incorporated.

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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