

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>BANK OF AMERICA CORP /DE/      |                                         | 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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |              |            |                                                                                                  |                                                             |                                                                 |
| (Last) (First) (Middle)<br>BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/29/2012                   |                                   |                                                                                                                                                                                                                   |              |            |                                                                                                  |                                                             |                                                                 |
| (Street)<br>CHARLOTTE, NC 28255                                             |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |              |            |                                                                                                  |                                                             |                                                                 |
| (City) (State) (Zip)                                                        |                                         | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |                                                                                                                                                                                                                   |              |            |                                                                                                  |                                                             |                                                                 |
| 1. Title of Security<br>(Instr. 3)                                          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                              |              |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4)        |
|                                                                             |                                         |                                                                                  | Code                              | V                                                                                                                                                                                                                 | Amount       | (A) or (D) | Price                                                                                            |                                                             |                                                                 |
| Common Stock                                                                | 02/29/2012                              |                                                                                  | A                                 |                                                                                                                                                                                                                   | 1,460<br>(2) | A          | \$ 0                                                                                             | 29,896,909 (4) (5) (6) (7) (8)                              | I<br><br>See Footnotes<br>(1) (3) (4)<br>(5) (6) (7)<br>(8) (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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                               |                                                        |                                         |                                                       | 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/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N TRYON ST<br>CHARLOTTE, NC 28255 | X             | X         |         |       |

# Signatures

|                                                                  |            |
|------------------------------------------------------------------|------------|
| /s/ Margaret E. Nelson, Authorized Signatory for Bank of America | 03/13/2012 |
|------------------------------------------------------------------|------------|

## 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 Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- (2) 1,460 shares were granted to Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc."), which is a wholly owned subsidiary of ML IBK Positions, Inc, which is a wholly owned subsidiary of Merrill Lynch Group Inc. ("ML Group"), as assignee of compensation payable to Angel Morales for service as a director of the Issuer.
- (3) 24,481,476 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"). MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC. MLGPE Ltd., as the general partner of MLGPE, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPE, including MLGPE's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.
- (4) 2,949,860 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is Merrill Lynch Ventures, L.L.C. ("MLV LLC"), a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co.
- (5) 2,362,247 shares are owned directly by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), whose sole managing member is MLGPE.
- (6) 71,618 shares are owned directly by MLGPE Inc.
- (7) 31,708 shares are owned by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS").
- (8) Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz Co-Investor LLC, MLPFS and MLGPE Inc (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (9) Pursuant to the Amended and Restated Stockholders Agreement dated November 20, 2006, (as it may be amended from time to time, the "Stockholders Agreement"), 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-Hertz Partners, L.P. and Hertz Co-Investor LP and following the secondary offering completed on March 31, 2011, MLGPE currently has the right to designate one member to the board of directors of the issuer.

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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