

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* ML Global Private Equity Fund, L.P.			2. Issuer Name and Ticker or Trading Symbol HERTZ GLOBAL HOLDINGS INC [HTZ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2007					
4 WORLD FINANCIAL CENTER								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10080								
(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	05/17/2007		A		764	(1)	A	\$ 0	41,527,111	(2) (3) (4)	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.** SEC 1474 (9-02)

**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)	\$ 21.87	05/17/2007		A		6,474	(5)	05/17/2007	05/17/2017	Common Stock	6,474	(5)	\$ 0	6,474	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		
ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		
Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		

Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		

## Signatures

ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
MLGPE Ltd. By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
Merrill Lynch GP, Inc. By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
Merrill Lynch Group, Inc. By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
Merrill Lynch & Co., Inc. By: Frank Marinaro		05/21/2007
Signature of Reporting Person		Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan Santelli		05/21/2007
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).

- 353 of the shares reported were granted to ML Global Private Equity Fund, L.P. ("MLGPE") as assignee of compensation payable to George Bitar for service as a director of the Issuer.
- (1) 411 of the shares reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.
- 41,498,978 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 Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.
- (2) 28,133 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.
- 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. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer.
- (3) 3,237 of the options reported were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 3,237 of the options reported were granted to MLGPE as assignee of compensation payable to Robert End for service as a director of the Issuer. Messrs. Bitar and End are both employees of an affiliate of MLGPE.
- (5)

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.