

NELSON RONALD L
 Form 4
 March 07, 2013

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 *
 NELSON RONALD L

2. Issuer Name and Ticker or Trading Symbol
 AVIS BUDGET GROUP, INC.
 [CAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6 SYLVAN WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chariman, CEO and President

PARSIPPANY, NJ 07054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 (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	03/05/2013		M ⁽¹⁾	78,187 A \$ 18.8163	78,187	I ⁽²⁾	By trust
Common Stock	03/05/2013		M ⁽¹⁾	26,062 A \$ 18.8163	104,249	I ⁽²⁾	By trust
Common Stock	03/05/2013		S ⁽³⁾	90,130 D \$ 24.53 ⁽⁴⁾	14,119	I ⁽²⁾	By trust
Common Stock					559,460	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount or Number of Shares
Stock options (right to buy)	\$ 18.8163	03/05/2013		M	78,187	04/14/2004 ⁽⁵⁾ 04/14/2013	Common Stock	78,187
Stock options (right to buy)	\$ 18.8163	03/05/2013		M	26,062	04/14/2004 ⁽⁵⁾ 04/14/2013	Common Stock	26,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON RONALD L 6 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chariman, CEO and President	

Signatures

Jean M. Sera, by Power of Attorney for Ronald L. Nelson
03/07/2013

**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) Represents exercise of options, which expire on April 14, 2013.
- (2) Securities are held by a family trust. Mr. Nelson's wife is a trustee of the trust.
- (3)

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Proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes.

Price reflects the weighted average sale price for the sale transactions made on the date reported above. Sale prices ranged from \$24.10 to

(4) \$25.51. Mr. Nelson will provide, upon request by the Staff, the Company, or a security holder of the Company, full information regarding the number of shares purchased or sold at each separate price.

(5) The options vested in four equal annual installments starting on April 14, 2004.

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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