

HERTZ GLOBAL HOLDINGS INC
 Form 3
 November 15, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ML Hertz Co-Investor, L.P. | | (Month/Day/Year) | HERTZ GLOBAL HOLDINGS INC [HTZ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/15/2006 | | |
| 4 WORLD FINANCIAL CENTER, 23RD FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| NEW YORK, NY 10080 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,004,000 | D ⁽¹⁾ | ML |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ML Hertz Co-Investor, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â | Â X | Â | Â |
| ML Hertz Co-Investor GP, L.L.C. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â | Â X | Â | Â |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â X | Â X | Â | Â |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â | Â X | Â | Â |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â | Â X | Â | Â |
| Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10080 | Â | Â X | Â | Â |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER, 23RD FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| 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 | 11/15/2006 |
| __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 | 11/15/2006 |
| __Signature of Reporting Person | Date |
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro | 11/15/2006 |
| __Signature of Reporting Person | Date |
| MLGPE LTD. By: Frank Marinaro | 11/15/2006 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro | 11/15/2006 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch GP, Inc. By: Frank Marinaro | 11/15/2006 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch Group, Inc. By: Frank Marinaro | 11/15/2006 |
| <u>Signature of Reporting Person</u> | Date |
| Merrill Lynch & Co., Inc. By: Frank Marinaro | 11/15/2006 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is a partnership of which ML Hertz Co-Investor GP, L.L.C. is the general partner, the sole managing member of which is ML Global Private Equity Fund, L.P., 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.

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.