

Graziano Jessica  
Form 4  
March 13, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Graziano Jessica

2. Issuer Name and Ticker or Trading Symbol  
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O UNITED RENTALS, INC., 100  
FIRST STAMFORD PLACE,  
SUITE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CFO

(Street)

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

STAMFORD, CT 06902

(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 (D) Price		
Common Stock	03/11/2019		A		1,016 <sup>(1)</sup> \$ 124.01	11,247	D
Common Stock	03/11/2019		F		469 <sup>(2)</sup> \$ 124.01	10,778	D
Common Stock	03/11/2019		A		3,145 <sup>(3)</sup> \$ 124.01	13,923	D
Common Stock	03/12/2019		S		547 <sup>(4)</sup> \$ 123.3579	13,376	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Graziano Jessica C/O UNITED RENTALS, INC. 100 FIRST STAMFORD PLACE, SUITE 700 STAMFORD, CT 06902			EVP, CFO	

## Signatures

/s/ Alison M. Walsh,  
Attorney-in-fact

03/13/2019

\*\*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 2018 annual bonus payable in the form of unrestricted common stock.

(2) Securities disposed of represent shares withheld for tax purposes in connection with award of 2018 annual bonus.

These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances,

(3) one-third of the units are scheduled to vest on each of March 11, 2020, March 11, 2021 and March 11, 2022. Units are settled with shares of common stock on a one-for-one basis upon vesting.

Represents weighted average sale price for executed sale transactions on March 12, 2019. The range of prices for such transactions was

(4) from \$123.33 to \$123.371. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.

## Edgar Filing: Graziano Jessica - Form 4

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