

HICKS WAYLAND R
Form 4
August 28, 2008

FORM 4

**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, 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 *
HICKS WAYLAND R

(Last) (First) (Middle)

**C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK**

(Street)

GREENWICH,, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

08/27/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/27/2008		S ⁽¹⁾			200	D	\$ 16.23	638,053	D	
Common Stock	08/27/2008		S ⁽¹⁾			100	D	\$ 16.24	637,953	D	
Common Stock	08/27/2008		S ⁽¹⁾			1,200	D	\$ 16.25	636,753	D	
Common Stock	08/27/2008		S ⁽¹⁾			1,800	D	\$ 16.26	634,953	D	
Common Stock	08/27/2008		S ⁽¹⁾			600	D	\$ 16.27	634,353	D	

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Common Stock	08/28/2008	M	20,000	A	\$ 12.4375	654,353	D
Common Stock	08/28/2008	S ⁽¹⁾	1,000	D	\$ 16.04	653,353	D
Common Stock	08/28/2008	S ⁽¹⁾	1,400	D	\$ 16.05	651,953	D
Common Stock	08/28/2008	S ⁽¹⁾	1,798	D	\$ 16.06	650,155	D
Common Stock	08/28/2008	S ⁽¹⁾	100	D	\$ 16.07	650,055	D
Common Stock	08/28/2008	S ⁽¹⁾	4,302	D	\$ 16.08	645,753	D
Common Stock	08/28/2008	S ⁽¹⁾	1,400	D	\$ 16.09	644,353	D
Common Stock	08/28/2008	S ⁽¹⁾	2,000	D	\$ 16.12	642,353	D
Common Stock	08/28/2008	S ⁽¹⁾	500	D	\$ 16.13	641,853	D
Common Stock	08/28/2008	S ⁽¹⁾	1,400	D	\$ 16.14	640,453	D
Common Stock	08/28/2008	S ⁽¹⁾	100	D	\$ 16.15	640,353	D
Common Stock	08/28/2008	S ⁽¹⁾	2,100	D	\$ 16.17	638,253	D
Common Stock	08/28/2008	S ⁽¹⁾	3,000	D	\$ 16.18	635,253	D
Common Stock	08/28/2008	S ⁽¹⁾	900	D	\$ 16.25	634,353	D

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 (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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Options	\$ 12.4375	08/28/2008			M	20,000	(2)	10/09/2008	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS WAYLAND R C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH,, CT 06831	X			

Signatures

/s/ Joli Lyn Gross, attorney in fact 08/28/2008

 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 1, 2008.
 - (2) The option to which these transactions relate was granted on October 9, 1998, and vested one-third on grant, one-third after one year and the balance after two years.

Remarks:

This report on Form 4 is the second of two reports on Form 4 filed by the reporting person on August 28, 2008.

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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