

KNEELAND MICHAEL
Form 4
March 12, 2010

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 *
KNEELAND MICHAEL

(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)

03/10/2010

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 03/10/2010 | | M | | 25,000 (1) | A | \$ 0 179,592 (2) | D |
| Common Stock | 03/10/2010 | | F | | 8,238 | D | \$ 8.465 171,354 | D |
| Common Stock | 03/11/2010 | | A | | 37,160 (3) | A | \$ 0 208,514 | D |

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

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(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | (1) | 03/10/2010 | | M | 25,000 | (1) (1) | Common Stock |
| Stock Option - Right to Buy | \$ 8.315 | 03/11/2010 | | A | 104,431 | (4) 03/10/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KNEELAND MICHAEL C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831 | X | | Chief Executive Officer | |

Signatures

/s/ Michael J.
Kneeland

03/12/2010

**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) With respect to a previously reported grant on 3/10/2008, 25,000 Units vested on 3/10/2010 and were settled with shares of common stock on a one-for-one basis.

The reported aggregate amount, in addition to the 25,000 restricted stock units that were settled on March 10, 2009 and reported herein on (2) Table I, includes 25,000 restricted stock units, scheduled to vest on March 10, 2011, which units previously had been (and no longer will be) reported in Table II as derivative securities. Units are settled with shares of common stock on a one-for-one basis upon vesting.

These shares comprise an award of restricted stock units granted to Mr. Kneeland. Subject to acceleration in certain circumstances, (3) 12,386 of the units are scheduled to vest on March 11, 2011 and 12,387 of the units are scheduled to vest on each of March 11, 2012 and March 11, 2013. Units are settled with shares of common stock on a one-for-one basis upon vesting.

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- (4) The option is exercisable in three installments: 34,810 of the option shares become exercisable on each of March 11, 2011 and March 11, 2012 and 34,811 of the option shares become exercisable on March 11, 2013.

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.