

Limoges Andrew B.
Form 4
March 13, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Limoges Andrew B.

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
__X__ Officer (give title ____ Other (specify
below) below)
VP, Controller

(Street)

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

STAMFORD, CT 06902

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/11/2019		A		231 ⁽¹⁾	A \$ 124.01	1,114 D
Common Stock	03/11/2019		F		85 ⁽²⁾	D \$ 124.01	1,029 D
Common Stock	03/11/2019		A		1,103 ⁽³⁾	A \$ 124.01	2,132 D
Common Stock	03/12/2019		S		146	D \$ 123.451	1,986 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 Following Transaction (Instr. 10)
				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

Limoges Andrew B.
C/O UNITED RENTALS, INC.
100 FIRST STAMFORD PLACE, SUITE 700
STAMFORD, CT 06902

VP,
Controller

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.

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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