

MCKINNEY JOHN S
Form 4
October 29, 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 *
MCKINNEY JOHN S

(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)

09/29/2006

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)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
6 1/2% Convertible Quarterly Income Preferred Securities ⁽¹⁾	<u>(2)</u>	09/29/2006	J		1,800		<u>(1)</u> 07/31/2028		Common Stock	2,063 <u>(2)</u>
6 1/2% Convertible Quarterly Income Preferred Securities ⁽¹⁾	<u>(2)</u>	11/30/2006	J		288		<u>(1)</u> 07/31/2028		Common Stock	330 <u>(2)</u>
6 1/2% Convertible Quarterly Income Preferred Securities ⁽¹⁾	<u>(3)</u>	10/27/2010	S		3,312		<u>(1)</u> 07/31/2028		Common Stock	4,037 <u>(3)</u>

Reporting Owners

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

Signatures

/s/ Jonathan M. Gottsegen,
attorney-in-fact
**Signature of Reporting Person

10/29/2010
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).

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- (1) These securities were issued by a subsidiary trust of United Rentals, Inc. and exercisable upon acquisition.

Each share is convertible into shares of common stock of United Rentals, Inc. at the rate of 1.14593 shares of common stock for each preferred security (equivalent to a conversion price of \$43.6325 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.

- (2) In July of 2008, the conversion price was adjusted such that each share is convertible into shares of common stock of United Rentals, Inc. at the rate of 1.219 shares of common stock for each preferred security (equivalent to a conversion price of \$41.02 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.
- (3) Redemption by the issuer pursuant to the terms of the securities.

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.