

KNEELAND MICHAEL  
 Form 4  
 February 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
**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)  
**02/16/2012**

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)  
**President and CEO**

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	02/16/2012		A	(1)	21,212 \$ 0	D	
Common Stock	02/16/2012		A	(2)	17,030 \$ 41.25	D	
Common Stock	02/16/2012		F	(3)	5,665 \$ 41.25	D	

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

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SEC 1474 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option - Right to Buy	\$ 41.25	02/16/2012		A	32,007	(4) 02/16/2022	Common Stock	32,007

## 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		President and CEO	

## Signatures

/ s / Jonathan M. Gottsegen,  
attorney-in-fact

02/21/2012

\_\_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).

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

- (1) one-third of the units are scheduled to vest on each of February 16, 2013, February 16, 2014 and February 16, 2015. Units are settled with shares of common stock on a one-for-one basis upon vesting.
- (2) Represents shares delivered upon vesting of performance-based restricted stock units. Units are settled with shares of common stock on a one-for-one basis.
- (3) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of performance-based restricted stock units.
- (4) The option is exercisable in three installments. 10,669 of the option shares become exercisable on each of February 16, 2013, February 16, 2014 and February 16, 2015.

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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