

Preotle Jill C.  
Form 3  
April 08, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Preotle Jill C.		(Month/Day/Year)	ZIPCAR INC [ZIP]	
(Last)	(First)	(Middle)	04/08/2011	
C/O ZIPCAR, INC., 25 FIRST STREET, 4TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CAMBRIDGE, MA 02141			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,000 <sup>(1)</sup>	D	^
Common Stock	4,396 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Redeemable Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	250,000	\$ (2)	D	Â
Series B Redeemable Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	30,000	\$ (2)	D	Â
Series C Redeemable Convertible Preferred Stock	Â (4)	Â (3)	Common Stock	53,571	\$ (4)	D	Â
Series D Redeemable Convertible Preferred Stock	Â (5)	Â (3)	Common Stock	21,983	\$ (5)	D	Â
Series E Redeemable Convertible Preferred Stock	Â (6)	Â (3)	Common Stock	62,473	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Preotle Jill C. C/O ZIPCAR, INC. 25 FIRST STREET, 4TH FLOOR CAMBRIDGE, MA 02141	Â X	Â	Â	Â

## Signatures

/s/ Jill C. Preotle                      04/08/2011  
 \*\*Signature of                              Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which each share of common stock was reduced by half.  
 Each share of Series B Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
- (2) Not applicable.
- (3) Not applicable.  
 Each share of Series C Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
- (4) Not applicable.

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Each share of Series D Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

Each share of Series E Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

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**Remarks:**

Exhibit 24 - Power of Attorney

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.