

Griffith Scott W.  
Form 4  
March 13, 2013

**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 \*  
Griffith Scott W.

(Last) (First) (Middle)  
C/O ZIPCAR, INC., 25 FIRST STREET, 4TH FLOOR  
(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2013

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)  
Chairman of the Board & 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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|---|
| Common Stock                    | 03/05/2013                           |  | G                              | 17,734  | D          | \$ 0               | 25,287  | I  | See Footnote (1)                                      |
| Common Stock                    | 03/05/2013                           |  | G                              | 17,734  | A          | \$ 0               | 459,713   | D  |   |
| Common Stock                    | 03/11/2013                           |  | M                              | 375,000   | A          | \$ 0.98            | 834,713   | D  |   |
| Common Stock                    | 03/11/2013                           |  | M                              | 12,360  | A          | \$ 5.1             | 847,073   | D  |   |
| Common Stock                    | 03/11/2013                           |  | M                              | 28,907  | A          | \$ 8.74            | 875,980   | D  |   |

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|              |            |   |        |   |                      |         |   |                  |
|--------------|------------|---|--------|---|----------------------|---------|---|------------------|
| Common Stock | 03/11/2013 | S | 25,580 | D | \$<br>12.2489<br>(2) | 850,100 | D |                  |
| Common Stock |            |   |        |   |                      | 87,500  | I | See Footnote (3) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Incentive Stock Option (Right to Buy)      | \$ 0.98  | 03/11/2013                           |  | M                              | 375,000   | (4) 11/30/2015   | Common Stock 375,000  |
| Incentive Stock Option (Right to Buy)      | \$ 5.1   | 03/11/2013                           |  | M                              | 12,360  | (5) 11/03/2018   | Common Stock 12,360   |
| Incentive Stock Option (Right to Buy)      | \$ 8.74  | 03/11/2013                           |  | M                              | 28,907  | (6) 02/25/2020   | Common Stock 28,907   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                             |       |
|--------------------------------|---------------|-----------|-----------------------------|-------|
|                                | Director      | 10% Owner | Officer                     | Other |
| Griffith Scott W.              | X             |           | Chairman of the Board & CEO |       |

