

Chiodo Patricia  
Form 4  
February 03, 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 \*  
Chiodo Patricia

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929  
EAST GREENWAY PARKWAY

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2012

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)  
SVP and CFO

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)
			Code	V	Amount	(D)	Price
Common Stock	02/01/2012		M		48,533	A	\$ 6.52
Common Stock	02/01/2012		S		48,533	D	\$ 21.3 (1)
Common Stock	02/01/2012		M		67,482	A	\$ 6.52
Common Stock	02/01/2012		S		67,482	D	\$ 21.3 (1)
	02/01/2012		M		15,100	A	

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Common Stock					\$				
					7.87				
Common Stock	02/01/2012		S	15,100	D	\$	21.3	104,216	D
						(1)			

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 6.52	02/01/2012		M	48,533	(2) 12/04/2016	Common Stock	48,533	
Employee Stock Option	\$ 6.52	02/01/2012		M	67,482	(3) 12/04/2016	Common Stock	67,482	
Employee Stock Option	\$ 7.87	02/01/2012		M	15,100	04/19/2011 04/19/2020	Common Stock	15,100	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiodo Patricia C/O RSC HOLDINGS INC. 6929 EAST GREENWAY PARKWAY SCOTTSDALE, AZ 85254			SVP and CFO	

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Patricia  
Chiodo

02/03/2012

\_\_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).

- (1) Average price of shares sold on transaction date.
- (2) Options vested in five equal installments on the first through fifth anniversaries of the grant date. The first installment vested on December 4, 2007.
- (3) Options are performance based options that vest 20% each year based on the Company's achievement of certain pre-determined performance goals.
- (4) Amount of original grant remaining. Pursuant to the Company's stock incentive plan, 29067 shares have been cancelled based on the failure to meet certain performance goals during the term, and 519 shares remain unvested.

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.