

Gartland Thomas M
 Form 4
 May 01, 2012

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 *
 Gartland Thomas M

2. Issuer Name and Ticker or Trading Symbol
 AVIS BUDGET GROUP, INC.
 [CAR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 6 SYLVAN WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, North America

PARSIPPANY, NJ 07054
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	(A) or (D)	Price		
Common Stock	04/28/2012		M ⁽¹⁾		6,550	A	\$ 0 ⁽¹⁾	39,397	D
Common Stock	04/28/2012		F ⁽²⁾		3,036	D	\$ 13.14	36,361	D
Common Stock	04/28/2012		M ⁽¹⁾		11,228	A	\$ 0 ⁽¹⁾	47,589	D
Common Stock	04/28/2012		F ⁽³⁾		5,205	D	\$ 13.14	42,384	D

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

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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)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	04/28/2012		M ⁽¹⁾	6,550	⁽⁴⁾ ⁽⁶⁾	Common Stock	6,550
2008 Performance Based Restricted Stock Units	\$ 0 ⁽¹⁾	04/28/2012		M ⁽¹⁾	11,228	⁽⁵⁾ ⁽⁶⁾	Common Stock	11,228

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gartland Thomas M 6 SYLVAN WAY PARSIPPANY, NJ 07054			President, North America	

Signatures

Jean M. Sera, by Power of Attorney for Thomas M. Gartland

 **Signature of Reporting Person
 05/01/2012
 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) Represents restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 6,550 shares of restricted stock units.
- (3) Represents tax withholdings in connection with the vesting of 11,228 shares of performance based restricted stock units.
- (4) Original grant vested in four equal installments on April 28, 2009, 2010, 2011 and 2012.

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(5) Units vested on April 28, 2012 based on the Company's attainment of pre-established financial performance goals.

(6) Expiration date not applicable.

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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