

HERC HOLDINGS INC
Form 4
August 22, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRASIER BARBARA L

(Last) (First) (Middle)

**27500 RIVERVIEW CENTER
BLVD.**

(Street)

BONITA SPRINGS, FL 34134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HERC HOLDINGS INC [HRI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/18/2016		A	(A) or (D) Amount 12,806 (1)	Price \$ 0	33,068 (2)	D

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
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SEC 1474
(9-02)

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

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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
Employee Stock Option	\$ 33.19	08/18/2016		A	29,825	(3) 08/18/2023	Common Stock	29,825

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRASIER BARBARA L 27500 RIVERVIEW CENTER BLVD. BONITA SPRINGS, FL 34134	SVP & Chief Financial Officer

Signatures

/s/ Sheri Roberts, as
attorney-in-fact
08/22/2016

**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) Award of 12,806 restricted stock units, each of which represents the right to receive one share of the Issuer's common stock on the vesting date of August 18, 2019, subject to the terms and conditions of the restricted stock unit agreement.

The common stock reported in this column consists of (i) 10,818 restricted stock units granted on December 1, 2015 and scheduled to vest in three equal installments on each of the first three anniversaries of the grant date, subject to the terms and conditions set forth in the applicable restricted stock unit agreement, (ii) 9,444 restricted stock units granted on April 15, 2016 and scheduled to vest on March 4, 2019, subject to the terms and conditions set forth in the applicable restricted stock unit agreement, and (iii) 12,806 restricted stock units reported in the current transaction. The number of restricted stock units in (i) and (ii) were previously reported, but have now been adjusted to reflect the equitable conversion of the outstanding awards as of the spin-off date.
- (3) The stock options become exercisable in four equal installments on each of the first four anniversaries of the grant date, subject to the terms and conditions of the employee stock option agreement.

Remarks:

Exhibit List

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.