

Hobson Philip  
Form 4  
April 22, 2011

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hobson Philip

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E.  
GREENWAY PARKWAY, SUITE  
200

(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)  
04/20/2011

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 \_\_\_\_ Other (specify  
below) below)

SVP, Operations

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)<br>or<br>(D) Price                                                                                   |                                                                      |                                                                   |
| Common<br>Stock                       | 04/20/2011                              |                                                             | A                                       |                                                                            | 21,150<br>(1)                                                                                                      | A                                                                    | \$ 0 120,837 D                                                    |
| Common<br>Stock                       | 04/20/2011                              |                                                             | A                                       |                                                                            | 12,500<br>(2)                                                                                                      | A                                                                    | \$ 0 133,337 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  
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SEC 1474  
(9-02)

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Employee Stock Option (Right to Purchase)  | \$ 16                                                  | 04/20/2011                           |                                                    | A                              | 8,700                                                                                   | 04/20/2015 <sup>(3)</sup> 04/20/2021                     | Common Stock 8,700                                          |
| Employee Stock Option (Right to Purchase)  | \$ 17                                                  | 04/20/2011                           |                                                    | A                              | 9,300                                                                                   | 04/20/2015 <sup>(3)</sup> 04/20/2021                     | Common Stock 9,300                                          |
| Employee Stock Option (Right to Purchase)  | \$ 18                                                  | 04/20/2011                           |                                                    | A                              | 10,100                                                                                  | 04/20/2015 <sup>(3)</sup> 04/20/2021                     | Common Stock 10,100                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships                    |
|-------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                       | Director 10% Owner Officer Other |
| Hobson Philip<br>C/O RSC HOLDINGS INC.<br>6929 E. GREENWAY PARKWAY, SUITE 200<br>SCOTTSDALE, AZ 85254 | SVP,<br>Operations               |

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Phillip Hobson  
04/22/2011  
 \*\*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).

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(1) This represents an award of performance based restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests. This is the maximum number of shares that may become vested upon the achievement of determined potential performance outcomes. The restricted stock units vest on the 15th day following the last day of the Performance Period which is 12/31/2013.

(2) This represents an award of time based restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests. The restricted stock units will vest on the fourth anniversary of the grant date.

(3) These options will vest on the fourth anniversary of the grant date.

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.