

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Kennedy Thomas C</u> (Last) (First) (Middle) 8501 WILLIAMS ROAD (Street) ESTERO FL 33928 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERTZ GLOBAL HOLDINGS, INC [HTZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Executive VP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/09/2016		M		3,467	A	(1)	34,667	D	
Common Stock	12/09/2016		F		1,226 ⁽²⁾	D	\$24.18	33,441	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	(1)	12/09/2016		M			3,467	(1)	(1)	Common Stock	3,467	(1)	0	D	

Explanation of Responses:

- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units were scheduled to vest on December 9, 2016 provided that the Reporting Person (i) remained employed by the Issuer on December 9, 2016 and (ii) had purchased at least 8,200 shares of HTZ common stock on or before December 15, 2013 and retained ownership of such shares of HTZ common stock until December 9, 2016. The Reporting Person acquired 8,200 shares of HTZ common stock prior to December 15, 2013 and retained ownership of 8,200 shares of HTZ common stock as of December 9, 2016.
- Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

William Langston, By Power of Attorney on behalf of Thomas C. Kennedy 12/13/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.