

UNITED RENTALS INC /DE  
Form 4  
January 26, 2007

**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  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROSS MICHAEL S**

(Last) (First) (Middle)

**C/O UNITED RENTALS,  
INC., FIVE GREENWICH OFFICE  
PARK**

(Street)

**GREENWICH,, CT 06831**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**UNITED RENTALS INC /DE [URI]**

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

**01/25/2007**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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  
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number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction<br>of Derivative | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price |
|---------------------------|---------------|---|----------------------------------|---------------------------------|-----------|--|---|----------|
|---------------------------|---------------|---|----------------------------------|---------------------------------|-----------|--|---|----------|

# Edgar Filing: UNITED RENTALS INC /DE - Form 4

| Security<br>(Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    | Securi<br>(Instr. |  |              |
|---------------------------|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|-------------------|--|--------------|
|                           |   |                         | Code               | V   | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title             | Amount<br>or<br>Number<br>of<br>Shares |              |
| Phantom<br>Stock<br>Units | (1)   | 01/25/2007              | A                  |   | 1,736            |     | (2)                 | (2)                | Common<br>Stock   | 1,736                                  | \$ 25<br>(3) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| GROSS MICHAEL S<br>C/O UNITED RENTALS, INC.<br>FIVE GREENWICH OFFICE PARK<br>GREENWICH,, CT 06831 | X                                |

## Signatures

/s/ MICHAEL S. GROSS 01/26/2007

\*\*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) The Phantom Stock Units were acquired under the United Rentals, Inc. Deferred Compensation Plan for Directors and are deemed to be invested in shares of Common Stock (with each unit being the economic equivalent of one share).
- (2) The Common Stock represented by the Phantom Stock Units will be paid to Mr. Gross on the first day of the month immediately following termination of his service as a director.
- (3) Represents amount of deferred fees used to acquire one Phantom Stock Unit.

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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