

UNITED RENTALS INC /DE  
Form 8-A12B/A  
October 20, 2008

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

**FORM 8-A /A**  
(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**UNITED RENTALS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-14387**  
(Commission  
File Number)

**06-1522496**  
(IRS Employer  
Identification No.)

**Five Greenwich Office Park**  
**Greenwich, CT**  
(Address of Principal Executive Offices)

**06831**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(203) 622-3131**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box:

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

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Rights to Purchase Series E Junior Participating Preferred Stock  
Securities to be registered pursuant to Section 12(g) of the Act: None

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New York Stock Exchange

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United Rentals, Inc. (the Company ) hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on October 9, 2001, and subsequently amended on August 6, 2007, as follows:

**Item 1. Description of Registrant's Securities to be Registered**

Item 1 of the Form 8-A is hereby supplemented as follows:

On October 16, 2008, the Company amended the Rights Agreement between the Company and American Stock Transfer & Trust Company, as Rights Agent, dated as of September 28, 2001, as amended by the First Amendment to the Rights Agreement, dated as of July 22, 2007 (as amended, the Rights Agreement ). The amendment (the Second Amendment to the Rights Agreement ), which was effective October 16, 2008, reduces the beneficial ownership threshold required to trigger rights under the Rights Agreement from a 25% ownership interest to a 15% ownership interest.

The foregoing description of the Second Amendment to the Rights Agreement is qualified in its entirety by reference to the full text of the Second Amendment to the Rights Agreement, a copy of which is attached hereto as Exhibit 3 and incorporated herein by reference.

**Item 2. Exhibits**

Item 2 of the Form 8-A is hereby amended by adding the following exhibit filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
3	Second Amendment to the Rights Agreement, dated as of October 16, 2008, between United Rentals, Inc. and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on October 17, 2008).

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 20, 2008

UNITED RENTALS, INC.

By: /s/ Roger E. Schwed

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Name: Roger E. Schwed

Title: General Counsel

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**EXHIBIT INDEX**

**Exhibit No. Description**

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