UNITED RENTALS INC /DE

Form 4 June 06, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

TSAI GERALD JR

2. Issuer Name and Ticker or Trading

UNITED RENTALS INC /DE [URI]

Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

X_ Director

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Check all applicable)

10% Owner

Other (specify

C/O UNITED RENTALS. INC.. FIVE GREENWICH OFFICE

(Street)

PARK

Security

(Instr. 3)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

06/05/2007

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GREENWICH,, CT 06831

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

(Instr. 3 and 4)

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

(Month/Day/Year)

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 number.

SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/05/2007		A	1,330		(2)	(2)	Common Stock	1,330	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TSAI GERALD JR C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH,, CT 06831



Signatures

/s/ GERALD TSAI, JR. 06/05/2007

**Signature of Reporting 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) When paid, the Units will be settled with shares of common stock on a one-for-one basis.
- (2) Units are fully vested upon their award. However, subject to acceleration in certain circumstances, payment in respect of the Units shall not be made until May 17, 2010.

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.

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