UNITED RENTALS INC /DE

Form 4

October 20, 2014

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Flannery Matthew John

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

UNITED RENTALS INC /DE [URI]

(Check all applicable)

(Last)

(City)

Stock

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 10/17/2014

Director 10% Owner X_ Officer (give title Other (specify

C/O UNITED RENTALS, INC., 100 FIRST STAMFORD PLACE - STE

(Street)

(State)

700

below) Executive VP & COO

4. If Amendment, Date Original

Code V

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

STAMFORD, CT 06902

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

(Zip)

4. Securities Acquired (A) Transaction Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Direct (D) Owned Ownership or Indirect Following (Instr. 4) Reported (I)

(A) Amount (D)

Price

(2)

Transaction(s) (Instr. 4) (Instr. 3 and 4)

Common $S^{(1)}$ 10/17/2014

\$ 17,511 D 102.917 47,097

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title Amoun Underly Securiti (Instr. 3	unt of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o what I man of I market	Director	10% Owner	Officer	Other			
Flannery Matthew John							
C/O UNITED RENTALS, INC.			Executive				
100 FIRST STAMFORD PLACE - STE 700			VP & COO				
STAMFORD, CT 06902							

Signatures

/s/Matthew J.

Flannery 10/20/2014

**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 transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan on behalf of the reporting person.
- Represents weighted average sale price on this date. The range of prices for such transactions was from \$100.61 to \$104.05. The reporting (2) person hereby undertakes, upon request by the Commission Staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.

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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