UNITED RENTALS INC /DE

Form 4

March 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

3235-0287

OMB APPROVAL

January 31, 2005

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 *

HICKS WAYLAND R

2. Issuer Name and Ticker or Trading

UNITED RENTALS INC /DE [URI]

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X_ Officer (give title

10% Owner Other (specify

FIVE GREENWICH OFFICE PARK 03/01/2007

below)

(Check all applicable)

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

GREENWICH, CT 06831

(State) (Zip)

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

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

Owned Following Reported

(I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

any

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

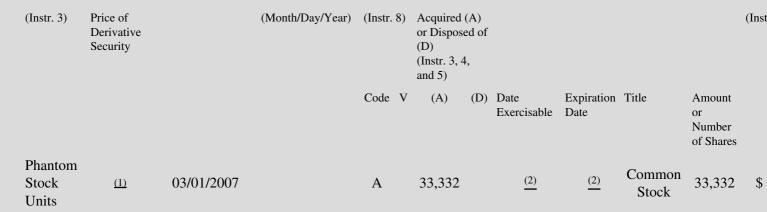
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Reporting Owners

Reporting Owner Name / Address	Kelationships			
.,,	Director	10% Owner	Officer	Other
HICKS WAYLAND R				
FIVE GREENWICH OFFICE PARK	X		Chief Executive Officer	
GREENWICH, CT 06831				

Signatures

/s/ Wayland R.
Hicks

**Signature of Reporting Person

O3/05/2007

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) Each Phantom Stock Unit represents a right to receive one share of Common Stock.
- (2) Subject to earlier payment on termination of employment, death or change in control, the Common Stock will be paid to the reporting person on May 15, 2010.
- (3) Reflects vesting of 33,332 performance-based Restricted Stock Units for which the reporting person, pursuant to the deferral terms of the Restricted Stock Unit Agreement between the reporting person and the Company, received 33,332 Phantom Stock Units.
- (4) Represents 150,000 time-based Restricted Stock Units that have not yet vested and 133,332 Phantom Stock Units that represent vested Restricted Stock Units, both time-based and performance-based, with respect to which payment has been deferred.

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.

Reporting Owners 2