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UNITED RENTALS INC /DE

Form 4

November 05, 2008

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

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tiakar or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Common

Stock

11/04/2008

(Print or Type Responses)

1. Name and Address of Reporting Person *

| FAIRHOLME CAPITAL MANAGEMENT LLC | | | | Symbol | | d Ticker or T | · | Ĭ | Issuer | | | | |
|----------------------------------|--------------------------------------|---|----------|-----------------------|--|--|---------|------------------------|--|--|---|--|--|
| MANAGEMENT LLC | | | UNITE | D RENT | ALS INC | /DE | [URI] | (Check all applicable) | | | | | |
| | (Last) | (First) | (Middle) | | of Earliest T | ransaction | | | | | | | |
| | 4400 BISC | AVNE | | | Day/Year) | | | - | DirectorX 10% Owner Officer (give title Other (specify | | | | |
| | | RD, 9TH FLOO | R | 11/03/2 | 2008 | | | ŀ | pelow) | below) | (- F) | | |
| | | (Street) | | 4. If Amo | endment, D | ate Original | | 6 | 6. Individual or Jo | int/Group Filir | ng(Check | | |
| MIAMI, FL 33137 | | | | Filed(Month/Day/Year) | | | | | Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting | | | | |
| | 1,11,11,11,11 | 133137 | | | | | I | Person | | | | | |
| | (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative S | ecurit | ies Acqui | uired, Disposed of, or Beneficially Owned | | | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | n Date, if | 3. Transactic Code (Instr. 8) | 4. Securitie omr Disposed (Instr. 3, 4 | d of (I |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | Common Stock | | | | | | , , | | 91,019 | D (1) | | | |
| | Common Stock | | | | | | | | 84,405 | D (2) | | | |
| | Common Stock | | | | | | | | 8,291,818 | I | Footnote (3) | | |
| | Common Stock | 11/03/2008 | | | J <u>(4)</u> | 516,966 | D | \$ 0 | 2,705,131 | I | Footnote (5) | | |
| | | | | | | | | | | | | | |

 $J^{(4)}$

3.154

D

\$0

2,705,131

Ι

Footnote

(5)

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| Common Stock | 11/04/2008 | J <u>(6)</u> | 3,702 | D | \$ 0 | 2,701,429 | I | Footnote (5) |
|-----------------|------------|--------------|--------|---|-------------|-----------|---|------------------|
| Common Stock | 11/05/2008 | S | 234 | D | \$ 10 | 2,701,195 | I | Footnote (5) (7) |
| Common Stock | 11/05/2008 | S | 659 | D | \$ 10.08 | 2,700,536 | I | Footnote (5) (7) |
| Common Stock | 11/05/2008 | S | 200 | D | \$ 9.87 | 2,700,336 | I | Footnote (5) (7) |
| Common Stock | 11/05/2008 | J <u>(4)</u> | 20,684 | D | \$ 0 | 2,700,336 | I | Footnote (5) |
| Common Stock | 11/05/2008 | J <u>(6)</u> | 1,647 | D | \$0 | 2,698,689 | I | Footnote (5) |

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | : | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|---------|-------|------------|---------------|-------------|--------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ction | Number | Expiration D | ate | Amou | unt of | Derivative |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivativ | e | | Secur | rities | (Instr. 5) |
| | Derivative | | | | į. | Securities | } | | (Instr | . 3 and 4) | |
| | Security | | | | | Acquired | | | | | |
| | - | | | | (| (A) or | | | | | |
| | | | | |] | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | 4 | 4, and 5) | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Date | Expiration | | or | |
| | | | | | | | | Date | Title | Number | |
| | | | | | | | | | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | Keiationsnips | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| , | Director | 10% Owner | Officer | Other | | |
| FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137 | | X | | | | |
| | | X | | | | |

Reporting Owners 2

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BERKOWITZ BRUCE R 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137

Signatures

Fairholme Capital Management, L.L.C., By: /s/ Bruce R. Berkowitz, Managing

Member

**Signature of Reporting Person

Date

/s/ Bruce R. Berkowitz

11/05/2008

**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) These securities are owned by Fairholme Capital Management, L.L.C., which is a Reporting Person.
- (2) These securities are owned by Bruce R. Berkowitz, who is a Reporting Person.
 - These securities are owned by Fairholme Funds, Inc., and therefore are deemed to be beneficially owned by Fairholme Capital
- (3) Management, L.L.C., the investment manager of Fairholme Funds, Inc., and Bruce R. Berkowitz, the managing member of Fairholme Capital Management, L.L.C.
- (4) Due to a distribution of assets, ownership of these securities was transferred from one of Fairholme's private funds to its investors. The investors subsequently placed the securities in separately managed accounts advised by Fairholme Capital Management, L.L.C.
 - Bruce R. Berkowitz ("Mr. Berkowitz") is the managing member of Fairholme Capital Management, L.L.C., a Delaware limited liability company ("Fairholme", and together with Mr. Berkowitz, the "Reporting Persons"), which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed
- (5) accounts that own such reported securities. The Reporting Persons each disclaim beneficial ownership in the securities reported on this Form 4 except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) Due to a distribution of assets from one of Fairholme's private funds to its investors, these securities are no longer deemed to be beneficially owned by the Reporting Persons.
- (7) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.

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.

Signatures 3