BERKOWITZ BRUCE R

Form 4

December 19, 2008

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - --1: - -1-1-)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

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

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

2. Issuer Name and Ticker or Trading

UNITED RENTALS INC /DE [URI]

Symbol

1(b).

(Print or Type Responses)

FAIRHOLME CAPITAL

MANAGEMENT LLC

1. Name and Address of Reporting Person *

			errited restricted in the fall [erri]		(Check all applicable)						
(Last)	(First)	Middle)	3. Date of	Earliest Tr	ansaction						
			(Month/D	•				Director	_X_ 109		
4400 BISCA			12/18/20	008				Officer (giv	below)	er (specify	
BOULEVA	RD, 9TH FLOO	R						001011)	0010)		
	(Street)		4. If Amer	ndment, Da	te Origina	l		6. Individual or .	Joint/Group Fili	ng(Check	
]	Filed(Month/Day/Year)					Applicable Line)			
									One Reporting Pe		
MIAMI, FL	33137							_X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Dat	e 2A. Deem	ned	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	Security (Month/Day/Year)		Execution Date, if		Transaction(A) or Disposed of		d of	Securities	Form: Direct	Indirect	
(Instr. 3)		•	any (Month/Day/Year)		Code (D) (Instr. 8) (Instr. 3, 4 and 5)		Beneficially (D) or Owned Indirect (I)		Beneficial Ownership		
		(Monuil/D	ay/1Cai)	(Ilisu. 6)	(Instr. 3, 4 and 5)				(Instr. 4)	(Instr. 4)	
						(A)		Reported	· ·	,	
		(A) or			Transaction(s)						
				Code V	Amount		Price	(Instr. 3 and 4)			
Common										See	
Stock								8,291,818	I	Footnote	
Stock										<u>(1)</u>	
Common											
Stock								182,730	$D^{(2)}$		
Stock											
Common				~		_				See	
Stock	12/18/2008			S	3,928	D	\$ 8.1	2,390,848	I	Footnote	
										(3) (4)	
C							Ф			See	
Common	12/18/2008			S	6,219	D	\$ 0.12	2,384,629	I	Footnote	
Stock							8.12			(3) (4)	

Common Stock	12/18/2008	S	1,286	D	\$ 8.13	2,383,343	I	See Footnote (3) (4)
Common Stock	12/18/2008	<u>J(5)</u>	100	D	\$ 8.04	2,383,243	I	See Footnote
Common Stock	12/18/2008	J <u>(5)</u>	2,300	D	\$ 8.07	2,380,943	I	See Footnote (3)
Common Stock	12/18/2008	S	162	D	\$ 8.07	2,380,781	I	See Footnote (3) (4)
Common Stock	12/18/2008	S	935	D	\$ 8.1	2,379,846	I	See Footnote (3) (4)
Common Stock	12/18/2008	S	1,000	D	\$ 8.3	2,378,846	I	See Footnote (3) (4)
Common Stock	12/18/2008	S	8,331	D	\$ 8.16	2,370,515	I	See Footnote (3) (4)
Common Stock	12/18/2008	S	100	D	\$ 8.21	2,370,415	I	See Footnote (3) (4)
Common Stock	12/18/2008	S	5,225	D	\$ 8.25	2,365,190	I	See Footnote (3) (4)
Common Stock	12/18/2008	J <u>(5)</u>	1,400	D	\$ 8.16	2,363,790	I	See Footnote (3)

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)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Date

Expiration Title Amount or

> Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Paumer Paddress		10% Owner	Officer	Other		
FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137		X				
BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137		X				

Signatures

/s/ Bruce R. Berkowitz

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

12/19/2008

**Signature of Reporting Person

Date 12/19/2008

**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).
- These securities are owned by Fairholme Funds, Inc. (the "Fund"), and therefore are deemed to be beneficially owned by Fairholme (1) Capital Management, L.L.C. ("Fairholme"), the investment manager of the Fund, and Bruce R. Berkowitz ("Mr. Berkowitz, and together with Fairholme, the "Reporting Persons"), the managing member of Fairholme.
- (2) These securities are owned by Mr. Berkowitz, who is a Reporting Person.
 - Mr. Berkowitz is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that the Reporting Persons may be deemed to beneficially own the
- (3) securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities 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.
- (4) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.
- The securities were held in a managed account managed by Fairholme pursuant to an investment management agreement that was (5) terminated. Accordingly, Fairholme and Mr. Berkowitz are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3 Trans (Insti

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.