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BERKOWITZ BRUCE R

Form 4/A

February 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRHOLME CAPITAL MANAGEMENT LLC			Symbol UNITED RENTALS INC /DE [URI]				[URI]	Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) DirectorX10% Owner					
4400 BISCAYNE BOULEVARD, 9TH FLOOR			01/28/2009					Officer (give below)		er (specify	
File			Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year) 01/30/2009				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Date 2A. Dee ar) Execution any		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	ties A	cquired d of	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	
Common Stock	01/28/2009			<u>J(1)</u>	249	D	<u>(1)</u>	2,157,243	I	Footnote (2)	
Common Stock	01/29/2009			S	1,374	D	\$ 6.09	2,155,869	I	Footnote (2) (3)	
Common Stock								8,197,518	I	Footnote (4) (5)	
Common Stock								182,730	D (6)		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

number.

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. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	·				(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Lacreisable	Duic		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runte, runtess	Director	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

Fairholme Capital Mar Member	02/04/2009	
	**Signature of Reporting Person	Date
/s/ Bruce Berkowitz		02/04/2009
	**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)

Reporting Owners 2

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The securities were held in a managed account managed by Fairholme Capital Management, L.L.C. ("Fairholme") pursuant to an investment management agreement that was terminated. Accordingly, Fairholme and Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme, the "Reporting Persons") are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.

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

- (2) 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.
- (3) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser.
- (4) These securities are owned by Fairholme Funds, Inc. (the "Fund").
- (5) These securities may be deemed to be beneficially owned by Fairholme, the investment manager of the Fund, and Mr. Berkowitz, the managing member of Fairholme.
- (6) These securities are owned by Mr. Berkowitz, who is a Reporting Person.

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.