Davis Donn Form 3

April 08, 2011									
FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL		
		Wa	shington, L	D.C. 20549			OMB Number:	3235-0104	
	INITI	AL STATEMEN	T OF BEN	EFICIAL (OWNERSHI	P OF	Expires:	January 31,	
			SECURI	ΓIES			Estimated average		
	-	rsuant to Section 1 (a) of the Public U 30(h) of the In	tility Holdin	ng Company	Act of 1935 of		burden hou response	•	
(Print or Type Resp	onses)								
1. Name and Addre Person <u>*</u> Davis Donn	ess of Reporting	Statement (Month/Day/	2. Date of Event Requiring Statement (Month/Day/Year)	 3. Issuer Name and Ticker or Trading Symbol ZIPCAR INC [ZIP] 					
(Last) (I	First) (Mid	ldle) 04/08/2011		4. Relationshi Person(s) to I			If Amendment, Date Original led(Month/Day/Year)		
C/O REVOLUT LLC, 1717 RH AVE., N.W. SU	HODE ISLA	ND		(Check	all applicable)				
	(Street) $_X_Director \10\%$ Owner $\Officer \Other = 6. Ind (give title below) (specify below) Filing$				6. Indi Filing	lividual or Joint/Group g(Check Applicable Line) form filed by One Reporting			
WASHINGTON	N, DC 20	036				Person Fo	rm filed by Mo ing Person		
(City) (S	State) (Zi	p)	Table I - N	lon-Derivat	tive Securities	Benefici	ally Owned	b	
(Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		Ownership C	Nature of Indirect Beneficial wnership nstr. 5)			
Reminder: Report o owned directly or ir	•	e for each class of secu	irities benefici	ally S	EC 1473 (7-02)				
	information required to	no respond to the c a contained in this f respond unless the alid OMB control nu	orm are not e form displa						
Table	e II - Derivativ	e Securities Beneficia	lly Owned (e.	g., puts, calls,	warrants, option	ns, converti	ble securities	5)	
1. Title of Derivativ (Instr. 4)	ve Security	2. Date Exercisable a Expiration Date		and Amount of es Underlying	4. Conversion	5. Ownersł		re of Indirect ial Ownership	

Derivative Security

Amount or

Number of

(Instr. 4)

Expiration Title

or Exercise

Derivative

Price of

Security

Form of Derivative

Security:

Direct (D)

(Month/Day/Year)

Exercisable Date

Date

(Instr. 5)

				Shares	hares		
Series F Convertible Preferred Stock	(1)	(2)	Common Stock	62,500	\$ <u>(1)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
Davis Donn C/O REVOLUTION LLC 1717 RHODE ISLAND AVE., N.W. SU WASHINGTON, DC 20036	ЛТЕ 1000	ÂX	Â	Â	Â		
Signatures							
/s/ Ronald A. Klain, Attorney-in-Fact	04/08/2011						
**Signature of Reporting Person	Date						

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 5(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).

Each share of Series F Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial (1) public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

(2) Not applicable.

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.