

Preotle Jill C.
Form 3
April 08, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Preotle Jill C. | | (Month/Day/Year) | ZIPCAR INC [ZIP] | |
| (Last) | (First) | (Middle) | 04/08/2011 | |
| C/O ZIPCAR, INC.,Â 25 FIRST STREET, 4TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CAMBRIDGE,Â MAÂ 02141 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,000 ⁽¹⁾ | D | Â |
| Common Stock | 4,396 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Series B Redeemable Convertible Preferred Stock | Â (2) | Â (3) | Common Stock | 250,000 | \$ (2) | D | Â |
| Series B Redeemable Convertible Preferred Stock | Â (2) | Â (3) | Common Stock | 30,000 | \$ (2) | D | Â |
| Series C Redeemable Convertible Preferred Stock | Â (4) | Â (3) | Common Stock | 53,571 | \$ (4) | D | Â |
| Series D Redeemable Convertible Preferred Stock | Â (5) | Â (3) | Common Stock | 21,983 | \$ (5) | D | Â |
| Series E Redeemable Convertible Preferred Stock | Â (6) | Â (3) | Common Stock | 62,473 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Preotle Jill C. C/O ZIPCAR, INC. 25 FIRST STREET, 4TH FLOOR CAMBRIDGE, MA 02141 | Â X | Â | Â | Â |

Signatures

/s/ Jill C. Preotle 04/08/2011
 **Signature of Date
 Reporting Person

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).
- (1) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which each share of common stock was reduced by half.
 Each share of Series B Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock.
- (2) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
 Each share of Series C Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock.
- (3) Not applicable.
- (4) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.
 Each share of Series D Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial public offering of common stock.

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Each share of Series D Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial 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.

Each share of Series E Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar, Inc.'s initial 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.

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Remarks:

Exhibit 24 - Power of Attorney

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.