

Goldfinger Edward G
 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)

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

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Nonstatutory Stock Option (right to buy)	Â (1)	09/03/2017	Common Stock	208,500 (2)	\$ 4.5 (2)	D	Â
Incentive Stock Option (right to buy)	Â (1)	09/03/2017	Common Stock	54,000 (2)	\$ 4.5 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (3)	11/03/2018	Common Stock	50,000 (2)	\$ 5.1 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (4)	02/25/2020	Common Stock	40,948 (2)	\$ 8.74 (2)	D	Â
Incentive Stock Option (right to buy)	Â (4)	02/25/2020	Common Stock	21,552 (2)	\$ 8.74 (2)	D	Â
Nonstatutory Stock Option (right to buy)	Â (5)	02/24/2021	Common Stock	125,000 (2)	\$ 14.42 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfinger Edward G C/O ZIPCAR, INC. 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Edward G.
Goldfinger

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).
- (1) This option became exercisable as to 25% of the shares subject to this option on September 4, 2008. The remainder of the shares subject to this option become exercisable in 36 equal monthly installments thereafter.
- 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
- (2) (i) the number of shares of common stock underlying this option was reduced by half and (ii) the exercise price of this option was doubled.
- (3) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on December 3, 2008.
- (4) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 25, 2010.
- (5) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 24, 2011.

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Remarks:

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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.