

Hobson Philip
Form 4
May 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
Hobson Philip

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/30/2012		D	(1)	30,200	D	D
Common Stock	04/30/2012		D	(2)	26,800	D	D
Common Stock	04/30/2012		D	(3)	14,100	D	D
Common Stock	04/30/2012		D	(2)	12,500	D	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options	\$ 6.52	04/30/2012		D		375	04/30/2012	12/04/2016	Common Stock	375 ⁽⁸⁾
Employee Stock Options	\$ 10.28	04/30/2012		D		8,750	02/19/2012	02/19/2018	Common Stock	8,750 ⁽⁹⁾
Employee Stock Options	\$ 10	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 ⁽⁹⁾
Employee Stock Options	\$ 12	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 ⁽⁹⁾
Employee Stock Options	\$ 14	04/30/2012		D		19,900	04/20/2014	04/20/2020	Common Stock	19,900 ⁽⁹⁾
Employee Stock Options	\$ 16	04/30/2012		D		8,700	04/20/2015	04/20/2021	Common Stock	8,700 ⁽⁹⁾
Employee Stock Options	\$ 17	04/30/2012		D		9,300	04/20/2015	04/20/2021	Common Stock	9,300 ⁽⁹⁾
Employee Stock Options	\$ 18	04/30/2012		D		10,100	04/20/2015	04/20/2021	Common Stock	10,100 ⁽⁹⁾

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- (12) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$19.38 per share.
- (13) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$23.26 per share.
- (14) This option was assumed by URI in the merger and replaced with an option to purchase 10,270 shares of URI common stock for \$27.13 per share.
- (15) This option was assumed by URI in the merger and replaced with an option to purchase 4,490 shares of URI common stock for \$31.01 per share.
- (16) This option was assumed by URI in the merger and replaced with an option to purchase 4,799 shares of URI common stock for \$32.94 per share.
- (17) This option was assumed by URI in the merger and replaced with an option to purchase 5,212 shares of URI common stock for \$34.88 per share.

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

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