ZIPCAR INC Form 4 June 01, 2012

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 * GILLIGAN EDWARD P

(First) (Middle) (Last)

3 WORLD FINANCIAL CENTER, 200 VESEY ST., AMERICAN EXPRESS TOWER

(Street)

(State)

NEW YORK, NY 10285

2. Issuer Name and Ticker or Trading

Symbol

ZIPCAR INC [ZIP]

3. Date of Earliest Transaction (Month/Day/Year) 05/31/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

X_ Director

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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burden hours per

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(City)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8) A		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code		ĺ	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Nonstatutory Stock Option (right to buy)	\$ 10.75	05/31/2012		A		35,074		<u>(1)</u>	05/31/2022	Common Stock	35,07

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GILLIGAN EDWARD P 3 WORLD FINANCIAL CENTER 200 VESEY ST., AMERICAN EXPRESS TOWER NEW YORK, NY 10285



Signatures

/s/ Dean J. Breda, attorney-in-fact for Edward P. Gilligan

06/01/2012

Date

**Signature of Reporting Person

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) This option shall become exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on June 30, 2012.

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.

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