

UNITED RENTALS INC /DE
Form DEFA14A
June 01, 2007

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

UNITED RENTALS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The Security Ownership of Certain Beneficial Owners and Management table and related footnotes contained in the proxy statement of United Rentals, Inc. dated April 30, 2007, relating to our Annual Meeting of Stockholders to be held on June 4, 2007, erroneously identified the beneficial share ownership, as of April 15, 2007, of our chief executive officer, Wayland R. Hicks, and all executive officers and directors as a group. Specifically, the table listed Mr. Hicks as beneficially owning 1,806,157 shares or 2.2% of our common stock, whereas the correct number is 1,272,823 shares or 1.5% of our common stock (due to the inadvertent double-counting of 533,334 shares), and the table listed all executive officers and directors as a group as beneficially owning 7,955,249 shares or 9.2% of our common stock, whereas the correct number is 7,421,883 shares or 8.6% of our common stock.

The corrected footnote 5 to the table, relating to Mr. Hicks beneficial ownership, reads as follows: Consists of 597,825 outstanding shares, 525,000 shares issuable upon the exercise of currently exercisable options, 16,666 shares issuable upon settlement of RSUs that will vest within the next 60 days and 133,332 shares issuable upon settlement of phantom stock units in respect of previously vested but deferred RSUs.

The corrected footnote 21 to the table, relating to the beneficial ownership of all executive officers and directors as a group, reads as follows: Consists of 2,632,528 outstanding shares, 3,671,000 shares issuable upon the exercise of currently exercisable warrants, 827,000 shares issuable upon the exercise of currently exercisable options, 66,355 shares issuable upon conversion of QUIPs issued by a subsidiary trust, 63,830 shares issuable upon settlement of RSUs that have vested or will vest within the next 60 days and 161,170 shares issuable upon settlement of phantom stock units.