

Apollo Principal Holdings I GP, LLC
 Form 4
 June 12, 2008

FORM 4

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

OMB APPROVAL

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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 *
APOLLO INVESTMENT FUND IV LP

(Last) (First) (Middle)

ONE MANHATTANVILLE ROAD, SUITE 201

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

06/10/2008

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)

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)
				(A) or (D)	Amount		
				Code	V		
					Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Perpetual Convertible Preferred Stock, Series C	\$ 25 ⁽¹⁾	06/10/2008	S	(A) 300,000	⁽²⁾	⁽²⁾	Common Stock	12,000,000
Perpetual Convertible Preferred Stock, Series D-1	\$ 30 ⁽¹⁾	06/10/2008	S	(A) 100,000	⁽²⁾	⁽²⁾	Common Stock	3,333,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLLO INVESTMENT FUND IV LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO OVERSEAS PARTNERS IV LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO MANAGEMENT IV LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO ADVISORS IV LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Principal Holdings I, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Principal Holdings I GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201		X		

PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit
99.2]

06/12/2008

__Signature of Reporting Person

Date

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) The conversion price of each of the Perpetual Convertible Preferred Stock, Series C (the "Series C Preferred") and the Perpetual Convertible Preferred Stock, Series D-1(the "Series D-1 Preferred") is based upon an initial liquidation preference of \$1000 per share.
- (2) The Series C Preferred and the Series D-1 Preferred were convertible into common stock at any time and had no expiration date.
- (3) See Exhibit 99.1
- (4) See Exhibit 99.1

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.