

COHEN PETER A  
Form 4  
July 07, 2010

**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

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 \*  
Ramius LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Essex Rental Corp. [ESSX]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Ownership (Instr. 4) |         |   |  |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |         |   |  |
| Common Stock, \$.0001 par value <sup>(1)</sup> <sup>(2)</sup> | 07/02/2010                           |  | X                              |   | 26,693 <sup>(3)</sup>   | A  | \$ 0                                       | 784,968 | I | By Ramius Enterprise Master Fund Ltd <sup>(4)</sup> <sup>(5)</sup> |
| Common Stock, \$.0001 par value <sup>(1)</sup> <sup>(2)</sup> | 07/02/2010                           |  | X                              |   | 6,300 <sup>(3)</sup>  | A  | \$ 0                                       | 143,450 | I | By Ramius Private Select Ltd <sup>(6)</sup>                        |
| Common Stock, \$.0001 par                                     | 07/02/2010                           |  | X                              |   | 2,100 <sup>(3)</sup>  | A  | \$ 0                                       | 866,410 | I | By RCG Baldwin, L.P. <sup>(7)</sup>                                |

value (1) (2)

|  |        |   |   |
|--|--------|---|---|
| Common<br>Stock,<br>\$.0001 par<br>value <u>(1)</u> <u>(2)</u> | 38,825 | I | By Ramius<br>Select<br>Equity<br>Fund LP <u>(8)</u> |
|--|--------|---|---|

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3)         | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares      |        |
|---|---|---|---|---|--|--|---|--|--------|
|   |   |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                    |        |
| Common<br>Stock<br>Warrants<br>(right to<br>buy) <u>(9)</u> | \$ 5  | 07/02/2010                              |   | X                                       | 80,079   | 10/31/2008   | 03/04/2011  | Common<br>Stock,<br>\$.0001<br>par value | 26,693 |
| Common<br>Stock<br>Warrants<br>(right to<br>buy) <u>(9)</u> | \$ 5  | 07/02/2010                              |   | X                                       | 18,900   | 10/31/2008   | 03/04/2011  | Common<br>Stock,<br>\$.0001<br>par value | 6,300  |
| Common<br>Stock<br>Warrants<br>(right to<br>buy) <u>(9)</u> | \$ 5  | 07/02/2010                              |   | X                                       | 6,300  | 10/31/2008   | 03/04/2011  | Common<br>Stock,<br>\$.0001<br>par value | 2,100  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

|  |   |                              |
|--|---|------------------------------|
| Ramius LLC<br>599 LEXINGTON AVENUE<br>20TH FLOOR<br>NEW YORK, NY 10022                         | X |                              |
| COHEN PETER A<br>C/O RAMIUS LLC<br>599 LEXINGTON AVE., 20TH FLOOR<br>NEW YORK, NY 10022        | X | See Explanation of Responses |
| STARK MORGAN B<br>C/O RAMIUS LLC<br>599 LEXINGTON AVE., 20TH FLOOR<br>NEW YORK, NY 10022       | X | See Explanation of Responses |
| STRAUSS THOMAS W<br>C/O RAMIUS LLC<br>599 LEXINGTON AVE., 20TH FLOOR<br>NEW YORK, NY 10022     | X | See Explanation of Responses |
| SOLOMON JEFFREY M<br>C/O RAMIUS LLC<br>599 LEXINGTON AVE., 20TH FLOOR<br>NEW YORK, NY 10022    | X | See Explanation of Responses |
| COWEN GROUP, INC.<br>599 LEXINGTON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022                    | X |                              |
| RCG HOLDINGS LLC<br>599 LEXINGTON AVENUE, 20TH FLOOR<br>20TH FLOOR<br>NEW YORK, NY 10022       | X |                              |
| C4S & CO LLC<br>599 LEXINGTON AVENUE, 20TH FLOOR<br>599 LEXINGTON AVENUE<br>NEW YORK, NY 10022 | X |                              |

## Signatures

|  |            |
|--|------------|
| By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory        | 07/07/2010 |
| __Signature of Reporting Person                                      | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen      | 07/07/2010 |
| __Signature of Reporting Person                                      | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark     | 07/07/2010 |
| __Signature of Reporting Person                                      | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss   | 07/07/2010 |
| __Signature of Reporting Person                                      | Date       |
| By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon  | 07/07/2010 |
| __Signature of Reporting Person                                      | Date       |
| By: Cowen Group, Inc.; By: /s/ Owen S. Littman, Authorized Signatory | 07/07/2010 |

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|  |            |
|--|------------|
| By: RCG Holdings LLC; By: /s/ Owen S. Littman, Authorized Signatory  | 07/07/2010 |
| By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member | 07/07/2010 |

## 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).  
Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.
- (1) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Private Select Ltd, Ramius Select Equity Fund LP and RCG Baldwin, L.P.) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- (2) Shares acquired through a special tender offering by the Issuer to holders of the Warrants to purchase shares of Common Stock by tendering three (3) Warrants for one (1) share of Common Stock, on a cashless basis.  
Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As a significant shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
- (3) (Continued from previous footnote) As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
- (4) Shares of Common Stock beneficially owned by Ramius Private Select Ltd (Private Select). As the sole member of Ramius Advisors, the investment advisor of Private Select, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select.
- (5) Shares of Common Stock beneficially owned by RCG Baldwin, L.P. (Baldwin). As the sole member of Ramius Advisors, the general partner of Baldwin, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin.
- (6) Shares of Common Stock beneficially owned by Ramius Select Equity Fund LP (Select Equity Fund). As the sole member of Ramius Advisors, the general partner of Select Equity Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund.
- (7)
- (8)
- (9)

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Each Reporting Person disclaims beneficial ownership of the Warrants except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of the Warrants for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Warrants beneficially owned by Enterprise Master Fund. As the sole member of Ramius Advisors, the investment advisor of Enterprise Master Fund, Ramius may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund.

- (10)

Warrants beneficially owned by Private Select. As the sole member of Ramius Advisors, the investment advisor of Private Select, Ramius may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Private Select. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Private Select.

- (11)

Warrants beneficially owned by Baldwin. As the sole member of Ramius Advisors, the general partner of Baldwin, Ramius may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Baldwin.

- (12)

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.