

UNITED RENTALS INC /DE
Form 4
September 23, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HICKS WAYLAND R

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2008

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

C/O UNITED RENTALS, INC., FIVE GREENWICH OFFICE PARK

(Street)

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

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

GREENWICH,, CT 06831

(City) (State) (Zip)

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)
Common Stock	09/19/2008		S ⁽¹⁾	V Amount (A) or (D) Price 18,000 D \$ 17.121 ⁽²⁾	436,353	D	
Common Stock	09/19/2008		S ⁽¹⁾	2,000 D \$ 18.5	434,353	D	
Common Stock	09/22/2008		S ⁽¹⁾	20,000 D \$ 16.9434 ⁽³⁾	414,353	D	
Common Stock	09/23/2008		S ⁽¹⁾	20,000 D \$ 15.7677 ⁽⁴⁾	394,353	D	

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Represents weighted average sale price for all executed sales transactions on September 23, 2008. The range of prices for such transactions was from \$15.4402 to \$16.18.*

Remarks:

*The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to

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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