NELSON RONALD L

Form 4

January 25, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

NELSON RONALD L

2. Issuer Name and Ticker or Trading

Symbol

AVIS BUDGET GROUP, INC.

[CAR]

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 01/23/2013

6 SYLVAN WAY (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

Person

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

Issuer

below)

_X__ Director

X_ Officer (give title

PARSIPPANY, NJ 07054

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Transaction(s)

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

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

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

Edgar Filing: NELSON RONALD L - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	01/23/2013		A		24,764		01/23/2016	<u>(4)</u>	Common Stock	24,764
2013 Performance Based Restricted Stock Units	\$ 0 (1)	01/23/2013		A		86,675 (2) (3)		<u>(2)</u>	<u>(4)</u>	Common Stock	86,675 (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topozung O Wnor I Wnor / I was ess	Director	10% Owner	Officer	Other				
NELSON RONALD L 6 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chairman and CEO					

Signatures

Jean M. Sera, by Power of Attorney for Ronald L.
Nelson
01/25/2013

**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) Represents restricted stock units which automatically convert to Common Stock upon the vesting of such units on a one-to-one basis.
 - The award will vest based on total shareholder return ("TSR") to the Company's shareholders during the performance period beginning January 23, 2013 and ending January 23, 2016. The number of units that will vest will be based on the Company's relative TSR compared to the TSR of the Russell 2000 Index, using the 90 day trading average before the start and end of the performance period. 86,675 units
- (2) will vest if the Company's TSR is at or above the 75th percentile of the index; 57,783 units if the Company's TSR is at or above the median of the index; 28,892 units if the Company's TSR is at or above the 35th percentile of the index; 14,446 units if the Company's TSR is at or above the 25th percentile of the index. The actual number of units that vest, based on the Company's TSR relative to the TSR of the index, shall be determined on a pro rata basis using straight line interpolation.
- (3) The number of restricted stock units reported represents the maximum number of restricted stock units that may vest.
- (4) Expiration date not applicable.

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.

Reporting Owners 2