

NELSON RONALD L
 Form 4
 April 12, 2013

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 *
 NELSON RONALD L

2. Issuer Name and Ticker or Trading Symbol
 AVIS BUDGET GROUP, INC.
 [CAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6 SYLVAN WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chariman, CEO and President

PARSIPPANY, NJ 07054

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

(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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 04/10/2013 | | M ⁽¹⁾ | | 337,079 ⁽²⁾ | A | \$ 24.4 351,198 | I ⁽³⁾ By trust |
| Common Stock | 04/10/2013 | | D | | 282,346 ⁽²⁾ | D | \$ 29.13 68,852 | I ⁽³⁾ By trust |
| Common Stock | 04/10/2013 | | F ⁽⁴⁾ | | 28,380 ⁽²⁾ | D | \$ 29.13 40,472 | I ⁽³⁾ By trust |
| Common Stock | | | | | | | 559,460 | D |

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.

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock-Settled Stock Appreciation Rights | \$ 24.4 | 04/10/2013 | | M | 337,079 | 07/31/2007 ⁽⁵⁾ 08/01/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NELSON RONALD L 6 SYLVAN WAY PARSIPPANY, NJ 07054 | | X | Chariman, CEO and President | |

Signatures

Jean M. Sera, by Power of Attorney for Ronald L. Nelson 04/12/2013

__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 exercise of stock-settled stock appreciation rights, which expire on August 1, 2013.
- (2) The SSARs confer on the holder the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.
- (3) Securities are held by a family trust. Mr. Nelson's wife is a trustee of the trust.
- (4) Represents tax withholdings in connection with the exercise of 337,079 stock-settled stock appreciated rights.
- (5) The SSARs vested in four equal annual installments starting on July 31, 2007.

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.