

BERKOWITZ BRUCE R  
Form 4  
December 23, 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 \*  
FAIRHOLME CAPITAL  
MANAGEMENT LLC

(Last) (First) (Middle)

4400 BISCAYNE  
BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

12/19/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 12/19/2008                           |  | S                              | 94,300 D \$ 8.46  | 8,197,518   | D  | (1) (2)                           |
| Common Stock                    | 12/19/2008                           |  | S                              | 16,731 D \$ 8.49  | 2,347,059   | I  | Footnote (4) (5)                  |
| Common Stock                    | 12/19/2008                           |  | J(6)                           | 287 D (6)   | 2,346,772   | I  | Footnote (4)                      |
| Common Stock                    | 12/19/2008                           |  | S                              | 2,387 D \$ 8.49   | 2,344,385   | I  | Footnote (4) (5)                  |
| Common Stock                    | 12/19/2008                           |  | S                              | 3,367 D \$ 9.03   | 2,341,018   | I  | Footnote (4) (5)                  |

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|              |            |                  |        |   |         |           |                  |                  |
|--------------|------------|------------------|--------|---|---------|-----------|------------------|------------------|
| Common Stock | 12/19/2008 | S                | 700    | D | \$ 8.54 | 2,340,318 | I                | Footnote (4) (5) |
| Common Stock | 12/19/2008 | S                | 2,200  | D | \$ 8.58 | 2,338,118 | I                | Footnote (4) (5) |
| Common Stock | 12/19/2008 | S                | 549    | D | \$ 8.57 | 2,337,569 | I                | Footnote (4) (5) |
| Common Stock | 12/19/2008 | S                | 3,500  | D | \$ 8.3  | 2,334,069 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | S                | 3,649  | D | \$ 8.14 | 2,330,420 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | S                | 1,700  | D | \$ 7.87 | 2,328,720 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | S                | 400    | D | \$ 7.96 | 2,328,320 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | S                | 200    | D | \$ 7.87 | 2,328,120 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | S                | 1,100  | D | \$ 7.69 | 2,327,020 | I                | Footnote (4) (5) |
| Common Stock | 12/22/2008 | J <sup>(7)</sup> | 1,791  | D | \$ 0    | 2,327,020 | I                | Footnote (4)     |
| Common Stock | 12/23/2008 | S                | 21,762 | D | \$ 8.32 | 2,305,258 | I                | Footnote (4) (5) |
| Common Stock |            |                  |        |   |         | 182,730   | D <sup>(3)</sup> |                  |

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

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**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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   |  | Title   |  |  |

|                     |                    |  |
|---------------------|--------------------|--|
| Date<br>Exercisable | Expiration<br>Date | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FAIRHOLME CAPITAL MANAGEMENT LLC<br>4400 BISCAYNE BOULEVARD<br>9TH FLOOR<br>MIAMI, FL 33137                            |               | X         |         |       |
| FAIRHOLME FUNDS INC<br>4400 BISCAYNE BOULEVARD<br>9TH FLOOR<br>MIAMI, FL 33137   |               | X         |         |       |
| BERKOWITZ BRUCE R<br>C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C.<br>4400 BISCAYNE BOULEVARD, 9TH FLOOR<br>MIAMI, FL 33137 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| Fairholme Capital Management, L.L.C., By: /s/ Bruce R. Berkowitz, Managing Member | 12/23/2008 |
| __Signature of Reporting Person   | Date       |
| Fairholme Funds Inc., By: /s/ Bruce R. Berkowitz, President                       | 12/23/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Bruce R. Berkowitz  | 12/23/2008 |
| __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) These securities are owned by Fairholme Funds, Inc. (the "Fund"), which is a Reporting Person.  
These securities may be deemed to be beneficially owned by Fairholme Capital Management, L.L.C. ("Fairholme"), the investment manager of the Fund, and Bruce R. Berkowitz ("Mr. Berkowitz", and together with Fairholme and the Fund, the "Reporting Persons"), the managing member of Fairholme.
  - (3) These securities are owned by Mr. Berkowitz, who is a Reporting Person.  
Mr. Berkowitz is the managing member of Fairholme, a Delaware limited liability company which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and separately managed accounts that own such reported securities. To the extent that the Reporting Persons may be deemed to beneficially own the
  - (4) securities reported on this Form 4, the Reporting Persons each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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- (5) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser. The securities were held in a managed account managed by Fairholme pursuant to an investment management agreement that was
- (6) terminated. Accordingly, Fairholme and Mr. Berkowitz are no longer deemed to be beneficial owners of such securities, which were sold at the owner's direction.
- (7) Ownership of these securities was transferred from one of Fairholme's private funds to its investors. The investors subsequently placed the securities to which this footnote relates in separately managed accounts advised by Fairholme.

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.