

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>NELSON RONALD L</b>  (Last) (First) (Middle) <b>6 SYLVAN WAY</b>  (Street) <b>PARSIPPANY NJ 07054</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AVIS BUDGET GROUP, INC. [ CAR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2011</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(A) or (D)	Price			
Common Stock	01/27/2011		M <sup>(1)</sup>		200,000	A	\$0	355,527	D	
Common Stock	01/27/2011		F <sup>(3)</sup>		82,630	D	\$14.6	272,897	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 <sup>(2)</sup>	01/26/2011		A		31,109		01/26/2012	<sup>(4)</sup>	Common Stock	31,109	\$0	31,109	D	
Performance Based Restricted Stock Units	\$0 <sup>(2)</sup>	01/26/2011		A		46,663			<sup>(5)</sup>	Common Stock	46,663	\$0	46,663	D	
Performance Based Restricted Stock Units	\$0 <sup>(2)</sup>	01/26/2011		A		46,663			<sup>(6)</sup>	Common Stock	46,663	\$0	46,663	D	
Restricted Stock Units	\$0 <sup>(2)</sup>	01/27/2011		M		200,000		01/27/2011	<sup>(4)</sup>	Common Stock	200,000	\$0	0	D	

**Explanation of Responses:**

- Represents restricted stock units which automatically converted to Common Stock upon the vesting of such units on a one-to-one basis.
- Units convert to Common Stock on a one-to-one basis upon vesting.
- Represents tax withholdings in connection with the vesting of 200,000 shares of restricted stock units.
- Expiration date not applicable.
- Between 50% and 100% of the units will vest on the third anniversary of the date of grant if the per-share average closing price of the Company's common stock equals or exceeds a minimum threshold price of \$15.69 and a maximum target price of \$18.47 over any consecutive 30 trading days between the grant date and the third anniversary of the date of grant. The actual number of units that vest, based on closing prices that are between the threshold and target prices shall be determined on a pro rata basis using straight line interpolation.
- Between 50% and 100% of the units will vest on the fourth anniversary of the date of grant if the per-share average closing price of the Company's common stock equals or exceeds a minimum threshold price of \$16.31 and a maximum target price of \$19.62 over any consecutive 30 trading days between the grant date and the fourth anniversary of the date of grant. The actual number of units that vest, based on closing prices that are between the threshold and target prices shall be determined on a pro rata basis using straight line interpolation.

**Remarks:**

Jean M. Sera, by Power of Attorney for Ronald L. Nelson 01/28/2011  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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