SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Servodidio Mark J	AVIS BUDGET GROUP, INC. [CAR]	

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

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2016

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

President, International

| (Street) | | |
| PARSIPPANY | NJ | 07054 |

4. If Amendment, Date of 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 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	(A) or (D)	Price			
Common Stock	01/28/2016		M		14,391	A	$0[(1)]	96,758	D	
Common Stock	01/28/2016		F[(2)]		7,333	D	$25.88	89,425	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				
Performance Based Restricted Stock Units	$0.0[(1)]	01/28/2016		M			14,391	[(3)]	[(4)]	Common Stock	14,391	$0	0	D	
Performance Based Restricted Stock Units	$0.0[(1)]	01/28/2016		A		28,980		[(5)]	[(4)]	Common Stock	28,980	$0	28,980	D	
Restricted Stock Units	$0.0[(1)]	01/28/2016		A		19,320		[(6)]	[(4)]	Common Stock	19,320	$0	19,320	D	

Explanation of Responses:

1. Represents restricted stock units which automatically convert to Common Stock upon the vesting of such units on a one-to-one basis.

2. Represents tax withholdings in connection with the vesting of 14,391 restricted stock units.

3. Units vested on January 28, 2016 based on the Company's attainment of pre-established financial performance goals.

4. Expiration date not applicable.

5. Units vest on January 28, 2019 based on the Company's attainment of pre-established financial performance goals.

6. Grant vests in three equal installments on January 28, 2017, 2018 and 2019.

Remarks:

Jean M. Sera, by Power of Attorney for Mark J. Servodidio   02/01/2016

** 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.

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 Number.