SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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	s of Reporting Person [*]	e	2. Issuer Name and Ticker or Trading Symbol AVIS BUDGET GROUP, INC. [CAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
SALERNO F	RUBERT			X	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
6 SYLVAN WAY			08/20/2009		President & COO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing (C	heck Applicable		
PARSIPPANY	NJ	07054		X	Form filed by One Reporting Person			
·					Form filed by More than O	ne Reporting		
(City)	(State)	(Zip)			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)	Transaction Code (Instr.		4. Securities A Disposed Of (3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/20/2009		M ⁽¹⁾		2,562	Α	\$ <mark>0</mark>	83,868	D	
Common Stock	08/20/2009		F ⁽²⁾		960	D	\$11.51	82,908	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)		ransaction Derivative ode (Instr. Securities		6. Date Exerc Expiration Da (Month/Day/\	ate	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	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		Transaction(s) (Instr. 4)		
Performance- Vesting Restricted Stock Units	\$0.00	08/20/2009		M ⁽¹⁾			2,562 ⁽³⁾	(4)	(5)	Common Stock	2,562 ⁽³⁾	\$0	0	D	

Explanation of Responses:

1. Represents restricted stock units which automatically converted 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 2,562 shares of restricted stock units on August 20, 2009.

3. Adjusted to reflect the one-for-ten reverse stock split completed in September 2006.

4. Units vested subject to the Company's attainment of pre-established financial performance goals.

5. Expiration date not applicable.

Remarks:

Jean M. Sera, by Power of

** 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.

08/21/2009 Attorney for F. Robert Salerno