

McDonnell Paul I.
Form 3
November 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McDonnell Paul I. | | (Month/Day/Year) | UNITED RENTALS INC /DE [URI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/05/2018 | | |
| C/O UNITED RENTALS, INC.,Â 100 FIRST STAMFORD PLACE, SUITE 700 | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | EVP, Sales & Specialty Ops | |
| STAMFORD,Â CTÂ 06902 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 19,312 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|----------------------------|---|
| | Director | 10% Owner | Officer | Other | |
| McDonnell Paul I. C/O UNITED RENTALS, INC. 100 FIRST STAMFORD PLACE, SUITE 700 STAMFORD, CT 06902 | ^ | ^ | ^ | EVP, Sales & Specialty Ops | ^ |

Signatures

| | |
|--|------------|
| /s/ Alison M. Walsh, Attorney-in-fact | 11/13/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The total reported is comprised of: (i) 7,067 restricted stock units granted to the reporting person on January 4, 2016 and scheduled to vest on January 4, 2019; (ii) 1,671 restricted stock units granted to the reporting person on March 7, 2016 and scheduled to vest on March 7, 2019; (iii) 7,095 restricted stock units granted to the reporting person on December 16, 2016 and scheduled to vest on December 16, 2019; (iv) 1,695 restricted stock units granted to the reporting person on March 6, 2017, of which 847 units are scheduled to vest on March 6, 2019, and 848 units are scheduled to vest on March 6, 2020; and (v) 1,784 restricted stock units granted to the reporting person on March 6, 2018, of which 595 units are scheduled to vest on March 6, 2019, 594 units are scheduled to vest on March 6, 2020, and 595 units are scheduled to vest on March 6, 2021.
- (2) Restricted stock units are settled with common shares on a one-for-one basis upon vesting and are subject to acceleration in certain circumstances.

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.