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BERKOWITZ BRUCE R

Form 4

Common

Stock

11/14/2008

November 18, 2008

| November 18, 2008 | | | | | | | | | | |
|--|--------------|--|--|---------------------------------|---|--|--|--|---|--|
| FORM | | | | | | | | OMB AP | PROVAL | |
| _ | TATES S | CATES SECURITIES AND EXCHANGE | | | | | | 3235-0287 | | |
| COMMISSION | | | | | | | Expires: | January 31, 2005 | | |
| Check this box if no longer subject to Section 16. Washington, D.C. 20549 Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Estimated a burden hou response | average ırs per | | |
| Form 4 or Form 5 Filed pure obligations may continue. See Instruction 1(b). | 17(a) of t | | Utility H | olding (| Comp | any A | e Act of 1934, ct of 1935 or § 1940 | , | | |
| (Print or Type Responses) | | | | | | | | | | |
| 1. Name and Address of Repor | | i i tuine una i iekei ei i i iuung | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| FAIRHOLME CAPITAL MANAGEMENT LLC | • | UNITED RENTALS INC /DE | | | | | (Check all applicable) | | | |
| (Last) (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | - | DirectorX 10% Own Officer (give Other (spe | | | | |
| 4400 BISCAYNE BOULEVARD, 9TH FLO | OOR | 11/14/20 | - | | | t | itle below) | below) | \1 | |
| (Street) | th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting | | | | | |
| MIAMI, FL 33137 | | | | | | | Person | viore man One | Reporting | |
| (City) (State) | (Zip) | Table I - | Non-Deri | vative Sec | curitie | s Acqui | ired, Disposed of | f, or Benefici | ally Owned | |
| 1.Title of Security (Month/Day/Yea (Instr. 3) | r) Execution | | 3. Transactic Code (Instr. 8) | on(A) or D (D) (Instr. 3, | 4 and (A) or | ed of | 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) | |
| Common Stock | | | | | | | 8,291,818 | I | See Footnote (1) | |
| Common Stock | | | | | | | 182,730 | D (2) | | |
| Common Stock 11/14/2008 | | | J <u>(3)</u> | 6,227 | D | \$ 0 | 2,666,542 | I | See Footnote (4) | |

1,400 D

S

See

<u>(4)</u> <u>(5)</u>

Footnotes

\$ 2,665,142 I

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| Common Stock | 11/17/2008 | S | 633 | D | \$ 6.22 | 2,664,509 | I | See Footnotes (4) (5) |
|-----------------|------------|--------------|-------|---|------------|-----------|---|-----------------------------|
| Common Stock | 11/17/2008 | J <u>(3)</u> | 1,346 | D | \$ 0 | 2,664,509 | I | See Footnote |

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

Persons who respond to the collection of (9-02) information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

8. Price of Derivative Security (Instr. 5)

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) | 4. Transacti Code (Instr. 8) | 5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | ate | 7. Tit Amou Unde Secur (Instr | int of rlying |
|---|---|--------------------------------------|---------------------------------------|--|---------------------|--------------------|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| F | Director | 10% Owner | Officer | Other | | |
| FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137 | | X | | | | |
| BERKOWITZ BRUCE R 1001 BRICKELL BAY DRIVE SUITE 3112 MIAMI, FL 33131 | | X | | | | |

Signatures

Fairholme Capital Management, L.L.C., By: /s/ Bruce R. Berkowitz

11/18/2008

**Signature of Reporting Person

Date

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/s/ Bruce R. Berkowitz

11/18/2008

**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).
 - These securities are owned by Fairholme Funds, Inc., and therefore are deemed to be beneficially owned by Fairholme Capital
- (1) Management, L.L.C., the investment manager of Fairholme Funds, Inc., and Bruce R. Berkowitz, the managing member of Fairholme Capital Management, L.L.C.
- (2) These securities are owned by Bruce R. Berkowitz, who is a Reporting Person.
 - Due to a distribution of assets, ownership of these securities was transferred from one of Fairholme's private funds to its
- (3) investors. The investors subsequently placed the securities in separately managed accounts advised by Fairholme Capital Management, L.L.C.
 - Bruce R. Berkowitz ("Mr. Berkowitz") is the managing member of Fairholme Capital Management, L.L.C., a Delaware limited liability company ("Fairholme", and together with Mr. Berkowitz, the "Reporting Persons"), which serves as the general partner, managing member, investment manager or investment adviser to several investment funds, both public and private, and
- (4) separately managed accounts that own such reported securities. The Reporting Persons each disclaim beneficial ownership in the securities reported on this Form 4 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.
- (5) These transactions were executed on behalf of separately managed accounts to which Fairholme acts as investment adviser. 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.