| SEC Form 4 | |
|------------|--|
|------------|--|

П

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

| | JVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burg | den |
| hours per response: | 0.5 |

| 1. Name and Addres <u>Hardy John D</u> | s of Reporting Person). Jr. | n* | 2. Issuer Name and Ticker or Trading Symbol AVIS BUDGET GROUP, INC. [CAR] | | tionship of Reporting Perso all applicable) Director | n(s) to Issuer 10% Owner |
|---|---------------------------------|----------------|---|------------------------|--|-----------------------------|
| (Last) 6 SYLVAN WAY | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2014 | | Officer (give title below) | Other (specify below) |
| (Street) PARSIPPANY (City) | NJ (State) | 07054 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person | ting 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) | 3. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 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) | | 4) | |
| Common Stock | 10/31/2014 | | A | | 504 | Α | \$55.75 ⁽¹⁾ | 504 | D | | |
| Common Stock | | | | | | | | 54,075 | Ι | Held by NQ Deferred Compensation Plan | |

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

| De | Title of rivative curity str. 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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration Date (Month/Day/Year) cquired) or sposed (D) str. 3, 4 | | | and nt of ties ying tive ty (Instr. 3 | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----|---|---|--|---|------------------------------|---|---|-----|--|--------------------|-------|--|------------------------|--|----------------------------------|--|
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Award represents the portion of non-employee director retainer fees through December 31, 2014 paid in common stock of the Company.

Remarks:

<u>/s/ Jean M. Sera, by Power of</u> <u>Attorney for John D. Hardy, Jr.</u> <u>11/04/2014</u>

** 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.