

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>De Shon Larry D</u> (Last) (First) (Middle) <u>6 SYLVAN WAY</u> (Street) <u>PARSIPPANY NJ 07054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVIS BUDGET GROUP, INC. [CAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">CEO and COO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		38,378	A	\$0 ⁽¹⁾	227,997	D	
Common Stock	01/28/2016		F ⁽²⁾		19,554	D	\$25.88	208,443	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		38,378		(3)	(4)	Common Stock	38,378	\$0	0	D	
Performance Based Restricted Stock Units	\$0.0 ⁽¹⁾	01/28/2016		A		121,716		(5)	(4)	Common Stock	121,716	\$0	121,716	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/28/2016		A		34,776		(6)	(4)	Common Stock	34,776	\$0	34,776	D	

Explanation of Responses:

- Represents restricted stock units which automatically convert to Common Stock upon the vesting of such units on a one-to-one basis.
- Represents tax withholdings in connection with the vesting of 38,378 restricted stock units.
- Units vested on January 28, 2016 based on the Company's attainment of pre-established financial performance goals.
- Expiration date not applicable.
- Units vest on January 28, 2019 based on the Company's attainment of pre-established financial performance goals.
- Grant vests in three equal installments on January 28, 2017, 2018 and 2019.

Remarks:

/s/ Jean M. Sera, by Power of Attorney for Larry D. De Shon 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.

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