

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Martins Izilda P</u> (Last) (First) (Middle) 6 SYLVAN WAY (Street) PARSIPPANY NJ 07054 (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) Director 10% Owner Officer (give title below) Other (specify below) X VP and Acting CAO
	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013	
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	01/25/2013		M ⁽¹⁾		3,848	A	\$0 ⁽¹⁾	17,482	D	
Common Stock	01/25/2013		F ⁽²⁾		1,526	D	\$21.99	15,956	D	
Common Stock	01/26/2013		M ⁽¹⁾		3,648	A	\$0 ⁽¹⁾	19,604	D	
Common Stock	01/26/2013		F ⁽⁴⁾		1,251	D	\$21.99	18,353	D	
Common Stock	01/27/2013		M ⁽¹⁾		3,744	A	\$0 ⁽¹⁾	22,097	D	
Common Stock	01/27/2013		F ⁽⁶⁾		1,280	D	\$21.99	20,817	D	
Common Stock	01/27/2013		M ⁽¹⁾		4,814	A	\$0 ⁽¹⁾	25,631	D	
Common Stock	01/27/2013		F ⁽⁸⁾		1,654	D	\$21.99	23,977	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
Restricted Stock Units	\$0 ⁽¹⁾	01/25/2013		M ⁽¹⁾			3,848	(3)	(10)	Common Stock	3,848	\$0	7,697	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/26/2013		M ⁽¹⁾			3,648	(5)	(10)	Common Stock	3,648	\$0	3,649	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/27/2013		M ⁽¹⁾			3,744	(7)	(10)	Common Stock	3,744	\$0	0	D	
Performance Based Restricted Stock Units	\$0 ⁽¹⁾	01/27/2013		M ⁽¹⁾			4,814	(9)	(10)	Common Stock	4,814	\$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 3,848 shares of restricted stock units.
3. Original grant vests in three equal installments on January 25, 2013, 2014 and 2015.
4. Represents tax withholdings in connection with the vesting of 3,648 shares of restricted stock units.
5. Original grant vests in three equal installments on January 26, 2012, 2013 and 2014.
6. Represents tax withholdings in connection with the vesting of 3,744 shares of restricted stock units.
7. Original grant vests in three equal installments on January 27, 2011, 2012 and 2013.
8. Represents tax withholdings in connection with the vesting of 4,814 shares of performance based restricted stock units.
9. 100% of the units vested on the third anniversary of the date of grant upon the Company's achievement of certain average price-per share performance goals.
10. Expiration date not applicable.

Remarks:

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.