SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **Wyshner David B** (Last) (First) (Middle) **6 SYLVAN WAY** (Street) **PARSIPPANY NJ 07054** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **AVIS BUDGET GROUP, INC.** [CAR] 3. Date of Earliest Transaction (Month/Day/Year) 03/06/2009 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) EVP and CFO 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than One Reporting 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. 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	03/06/2009		M[(1)]		5,805	A	$0[(1)]	38,840	D	
Common Stock	03/06/2009		F[(2)]		2,027	D	$0.39	36,813	D	
Common Stock	03/06/2009		M[(1)]		7,376	A	$0[(1)]	44,189	D	
Common Stock	03/06/2009		F[(4)]		2,428	D	$0.39	41,761	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				
Restricted Stock Units	$0[(1)]	03/06/2009		M[(1)]			5,805	[(3)]	[(6)]	Common Stock	5,805	$0	11,610	D	
Restricted Stock Units	$0[(1)]	03/06/2009		M[(1)]			7,376	[(5)]	[(6)]	Common Stock	7,376	$0	22,128	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 5,805 shares of restricted stock units on March 6, 2009.

3. Original grant vests in four installments on March 6, 2008, 2009, 2010 and 2011.

4. Represents tax withholdings in connection with the vesting of 7,376 shares of restricted stock units on March 6, 2009.

5. Original grant vests in four installments on March 6, 2009, 2010, 2011 and 2012.

6. Expiration date not applicable.

Remarks:

Jean M. Sera, by Power of Attorney for David B. Wyshner   03/10/2009

** 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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