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AVIS BUDGET GROUP, INC.

Reported by

DE SHON LARRY D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/08/12 for the Period Ending 03/06/12

Telephone	973-496-2579
CIK	0000723612
Symbol	CAR
SIC Code	7510 - Automotive Rental And Leasing, Without Drivers
Industry	Rental & Leasing
Sector	Services
Fiscal Year	12/31

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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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
De Shon Larry D	**AVIS BUDGET GROUP, INC. [CAR]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **6 SYLVAN WAY**	3. Date of Earliest Transaction (MM/DD/YYYY) **3/6/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **President, EMEA**
(Street) **PARSIPPANY, NJ 07054** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**3/6/2012**		**M** (1)		**7608**	**A**	**$ 0** (1)	**81686**	**D**	
Common Stock	**3/6/2012**		**F** (2)		**3527**	**D**	**$12.79**	**78159**	**D**	
Common Stock	**3/6/2012**		**M** (1)		**13041**	**A**	**$ 0** (1)	**91200**	**D**	
Common Stock	**3/6/2012**		**F** (3)		**6045**	**D**	**$12.79**	**85155**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	**3/6/2012**		**M** (1)			**7608**	(4)	(6)	**Common Stock**	**7608**	**$ 0**	**0**	**D**	
2008 Performance Based Restricted Stock Units	**$ 0** (1)	**3/6/2012**		**M** (1)			**13041** (5)	(5)	(6)	**Common Stock**	**13041**	**$ 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 7,608 shares of restricted stock units.

(3) Represents tax withholdings in connection with the vesting of 13,041 shares of performance based restricted stock units.

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

(5) Units vested on March 6, 2012 based on the Company's attainment of pre-established financial performance goals.

(6) Expiration date not applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
De Shon Larry D **6 SYLVAN WAY** **PARSIPPANY, NJ 07054**			**President, EMEA**	

Signatures

Jean M. Sera, by Power of Attorney for Larry D. De Shon **3/8/2012**

** 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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