

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**  
**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 4)**

---

**DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.**  
*(Name of Subject Company)*

**DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.**  
*(Name of Person Filing Statement)*

**Common Stock, par value \$0.01 per share**  
*(Title of Class of Securities)*

---

**256743105**  
*(CUSIP Number of Class of Securities)*

**Vicki J. Vaniman, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**Dollar Thrifty Automotive Group, Inc.**  
**5330 East 31st Street**  
**Tulsa, Oklahoma 74135**  
**(918) 660-7700**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

***With copies to:***  
**Paul J. Shim, Esq.**  
**Matthew P. Salerno, Esq.**  
**Cleary Gottlieb Steen & Hamilton LLP**  
**One Liberty Plaza**  
**New York, New York 10006**  
**(212) 225-2000**

£ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

## Introduction

This Amendment No. 4, which we refer to as the Amendment, amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, which we refer to as the Statement, originally filed with the United States Securities and Exchange Commission, which we refer to as the SEC, by Dollar Thrifty Automotive Group, Inc., a Delaware corporation, which we refer to as DTG, on June 6, 2011, as amended by Amendment No. 1 on August 22, 2011, by Amendment No. 2 on September 7, 2011 and by Amendment No. 3 on September 27, 2011. The Statement relates to the exchange offer by HDTMS, Inc., a Delaware corporation and a wholly owned subsidiary of Hertz Global Holdings, Inc., a Delaware corporation, which entities we refer to, respectively, as the offeror and Hertz, as disclosed in the Tender Offer Statement on Schedule TO dated May 24, 2011 (as amended or supplemented from time to time) filed by the offeror with the SEC, to exchange each of the issued and outstanding shares of DTG common stock for (i) \$57.60 in cash, without interest and less any required withholding taxes, and (ii) 0.8546 shares of common stock, par value \$0.01 per share, of Hertz.

All information in the Statement is incorporated into this Amendment by reference, except that such information is hereby amended to the extent specifically provided herein.

This Amendment is being filed to reflect certain updates as reflected below.

### ITEM 4. THE SOLICITATION OR RECOMMENDATION

Item 4 of the Statement is hereby amended and supplemented by adding the following language at the end of *Background of the Offer*:

On September 14, 2011, Avis Budget filed a Current Report on Form 8-K related to its pending acquisition of Avis Europe plc. In the Form 8-K, Avis Budget disclosed that it had determined not to pursue an acquisition of DTG at that time in light of then-existing market conditions.

On October 7, 2011, Mr. Frissora contacted Mr. Thompson by telephone to inform him that Hertz would not be submitting a proposal by the October 10, 2011 final bid date set forth in DTG's letters to Hertz and Avis of September 6, 2011. Mr. Frissora also reaffirmed Hertz's commitment to pursuing an acquisition of DTG and stated that its goal was to obtain antitrust regulatory clearance by the end of 2011.

As of the close of business on October 10, 2011, DTG had not received a proposal from any potential purchaser regarding a potential business combination transaction in response to its solicitation of proposals contemplated by its August 21, 2011 press release and the letters to Hertz and Avis Budget of September 6, 2011. As a result, the DTG board of directors determined formally to conclude the solicitation process and to cease all other activities related thereto.

On October 11, 2011, DTG issued a press release announcing the results of its solicitation process and the determination to conclude DTG's activities in connection therewith. The full text of the press release is filed as Exhibit (a)(9) hereto and is incorporated herein by reference.

### ITEM 9. EXHIBITS

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

#### Exhibit

#### Number

#### Description

<u>Number</u>	<u>Description</u>
(a)(9)	Press release issued by DTG, dated October 11, 2011 (attached hereto).

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.  
(Registrant)

October 11, 2011

By: /s/ H. CLIFFORD BUSTER III  
H. Clifford Buster III  
Senior Executive Vice President,  
Chief Financial Officer and  
Principal Financial Officer

---

**EXHIBIT INDEX****Exhibit  
Number****Description**

---

(a)(9) Press release issued by DTG, dated October 11, 2011 (attached hereto).

---