

COHEN PETER A  
Form 4  
March 08, 2010

**FORM 4**

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ramius LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Essex Rental Corp. [ESSX]

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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, \$.0001 par value <u>(1)</u> <u>(2)</u>	03/04/2010		S		21,180	D	\$ 6	955,250	I	By Ramius Enterprise Master Fund Ltd <u>(3)</u> <u>(4)</u>
Common Stock, \$.0001 par value <u>(1)</u> <u>(2)</u>	03/08/2010		S		31,770	D	\$ 6.4	923,480	I	By Ramius Enterprise Master Fund Ltd <u>(3)</u> <u>(4)</u>
Common Stock,	03/04/2010		S		3,830	D	\$ 6	172,770	I	By Ramius Private

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Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/08/2010	S	5,745	D	\$ 6.4	167,025	I	Select Ltd <sup>(5)</sup>
Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/04/2010	S	1,090	D	\$ 6	48,910	I	By Ramius Private Select Ltd <sup>(5)</sup>
Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/08/2010	S	1,625	D	\$ 6.4	47,285	I	By Ramius Select Equity Fund LP <sup>(6)</sup>
Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/04/2010	S	23,900	D	\$ 6	1,078,130	I	By Ramius Select Equity Fund LP <sup>(6)</sup>
Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/08/2010	S	35,860	D	\$ 6.4	1,042,270	I	By RCG Baldwin, L.P. <sup>(7)</sup>
Common Stock, \$0.0001 par value <sup>(1)</sup> <sup>(2)</sup>	03/08/2010	S	35,860	D	\$ 6.4	1,042,270	I	By RCG Baldwin, L.P. <sup>(7)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramius LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022		X		
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
STARK MORGAN B C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
STRAUSS THOMAS W C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
SOLOMON JEFFREY M C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
COWEN GROUP, INC. 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
RCG HOLDINGS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
C4S & CO LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		

## Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory	03/08/2010
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen	03/08/2010
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark	03/08/2010
__Signature of Reporting Person	Date
By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss	03/08/2010
__Signature of Reporting Person	Date



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