

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Ramius LLC</u>  (Last) (First) (Middle) 599 LEXINGTON AVENUE 20TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Essex Rental Corp. [ ESSX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 <sup>(1)(2)</sup>	07/02/2010		X		26,693 <sup>(3)</sup>	A	\$0	784,968	I	By Ramius Enterprise Master Fund Ltd <sup>(4)(5)</sup>
Common Stock, \$.0001 par value <sup>(1)(2)</sup>	07/02/2010		X		6,300 <sup>(3)</sup>	A	\$0	143,450	I	By Ramius Private Select Ltd <sup>(6)</sup>
Common Stock, \$.0001 par value <sup>(1)(2)</sup>	07/02/2010		X		2,100 <sup>(3)</sup>	A	\$0	866,410	I	By RCG Baldwin, L.P. <sup>(7)</sup>
Common Stock, \$.0001 par value <sup>(1)(2)</sup>								38,825	I	By Ramius Select Equity Fund LP <sup>(8)</sup>

**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
Common Stock Warrants (right to buy) <sup>(9)</sup>	\$5	07/02/2010		X			80,079	10/31/2008	03/04/2011	Common Stock, \$.0001 par value	26,693	\$0	34,801	I	By Ramius Enterprise Master Fund Ltd <sup>(10)</sup>
Common Stock Warrants (right to buy) <sup>(9)</sup>	\$5	07/02/2010		X			18,900	10/31/2008	03/04/2011	Common Stock, \$.0001 par value	6,300	\$0	8,340	I	By Ramius Private Select Ltd <sup>(11)</sup>
Common Stock Warrants (right to buy) <sup>(9)</sup>	\$5	07/02/2010		X			6,300	10/31/2008	03/04/2011	Common Stock, \$.0001 par value	2,100	\$0	2,200	I	By RCG Baldwin, L.P. <sup>(12)</sup>

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)

1. Name and Address of Reporting Person\*

[COHEN PETER A](#)

(Last) (First) (Middle)

C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[STARK MORGAN B](#)

(Last) (First) (Middle)

C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[STRAUSS THOMAS W](#)

(Last) (First) (Middle)

C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SOLOMON JEFFREY M](#)

(Last) (First) (Middle)

C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[COWEN GROUP, INC.](#)

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10022

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">RCG HOLDINGS LLC</a>		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE, 20TH FLOOR		
20TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">C4S &amp; CO LLC</a>		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE, 20TH FLOOR		
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.
- Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Private Select Ltd, Ramius Select Equity Fund LP and RCG Baldwin, L.P.) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- Shares acquired through a special tender offering by the Issuer to holders of the Warrants to purchase shares of Common Stock by tendering three (3) Warrants for one (1) share of Common Stock, on a cashless basis.
- Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As a significant shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
- (Continued from previous footnote) As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
- Shares of Common Stock beneficially owned by Ramius Private Select Ltd (Private Select). As the sole member of Ramius Advisors, the investment advisor of Private Select, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Private Select.
- Shares of Common Stock beneficially owned by RCG Baldwin, L.P. (Baldwin). As the sole member of Ramius Advisors, the general partner of Baldwin, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Baldwin.
- Shares of Common Stock beneficially owned by Ramius Select Equity Fund LP (Select Equity Fund). As the sole member of Ramius Advisors, the general partner of Select Equity Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Select Equity Fund.
- Each Reporting Person disclaims beneficial ownership of the Warrants except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of the Warrants for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Warrants beneficially owned by Enterprise Master Fund. As the sole member of Ramius Advisors, the investment advisor of Enterprise Master Fund, Ramius may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Enterprise Master Fund.
- Warrants beneficially owned by Private Select. As the sole member of Ramius Advisors, the investment advisor of Private Select, Ramius may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Private Select. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Private Select. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Private Select.
- Warrants beneficially owned by Baldwin. As the sole member of Ramius Advisors, the general partner of Baldwin, Ramius may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the sole member of Ramius, Cowen may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the Warrants beneficially owned by Baldwin. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the Warrants beneficially owned by Baldwin.

[By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory](#) [07/07/2010](#)

[By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen](#) [07/07/2010](#)

[By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark](#) [07/07/2010](#)

[By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss](#) [07/07/2010](#)

[By: /s/ Owen S. Littman, as](#) [07/07/2010](#)

Attorney in Fact for Jeffrey M. Solomon

By: Cowen Group, Inc.; By: /s/ Owen S. Littman, Authorized Signatory 07/07/2010

By: RCG Holdings LLC; By: /s/ Owen S. Littman, Authorized Signatory 07/07/2010

By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member 07/07/2010

\*\* 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.

**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.**

**POWER OF ATTORNEY**

The undersigned hereby appoints Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss, Jeffrey M. Solomon, Jeffrey C. Smith, J. Kevin McCarthy and Owen S. Littman, or any of them, his true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, any settlement agreement, any amendments to any of the foregoing and any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's beneficial ownership of, or participation in a group with respect to, securities directly or indirectly beneficially owned by C4S & Co., L.L.C., RCG Holdings LLC, Cowen Group, Inc., Ramius LLC or any of their respective affiliates, and granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss, Jeffrey M. Solomon, Jeffrey C. Smith, J. Kevin McCarthy and Owen S. Littman, or any of them, under this Power of Attorney shall continue with respect to the undersigned until revoked in writing.

Date: April 26, 2010

/s/ Peter A. Cohen

Peter A. Cohen

/s/ Morgan B. Stark

Morgan B. Stark

/s/ Jeffrey M. Solomon

Jeffrey M. Solomon

/s/ Thomas W. Strauss

Thomas W. Strauss