

MCGRATH RENTCORP

Form 4

May 16, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STRADFORD DENNIS P

(Last) (First) (Middle)

5700 LAS POSITAS ROAD

(Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MCGRATH RENTCORP [MGRC]

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

05/14/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

☒ 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)
Common Stock	05/14/2007		M	V Amount (A) or (D) Price 10,000 A \$ 11.26	10,000	D	
Common Stock	05/14/2007		S	100 D \$ 31.29	9,900	D	
Common Stock	05/14/2007		S	100 D \$ 31.23	9,800	D	
Common Stock	05/14/2007		S	100 D \$ 31.2	9,700	D	
Common Stock	05/14/2007		S	200 D \$ 31.19	9,500	D	
	05/14/2007		S	650 D	8,850	D	

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Common Stock					\$ 31.17		
Common Stock	05/14/2007	S	600	D	\$ 31.16	8,250	D
Common Stock	05/14/2007	S	1,100	D	\$ 31.15	7,150	D
Common Stock	05/14/2007	S	480	D	\$ 31.14	6,670	D
Common Stock	05/14/2007	S	1,670	D	\$ 31.13	5,000	D
Common Stock	05/14/2007	S	200	D	\$ 31.12	4,800	D
Common Stock	05/14/2007	S	960	D	\$ 31.11	3,840	D
Common Stock	05/14/2007	S	1,100	D	\$ 31.1	2,740	D
Common Stock	05/14/2007	S	240	D	\$ 31.09	2,500	D
Common Stock	05/14/2007	S	500	D	\$ 31.07	2,000	D
Common Stock	05/14/2007	S	300	D	\$ 31.06	1,700	D
Common Stock	05/14/2007	S	800	D	\$ 31.05	900	D
Common Stock	05/14/2007	S	400	D	\$ 31.04	500	D
Common Stock	05/14/2007	S	100	D	\$ 31.03	400	D
Common Stock	05/14/2007	S	300	D	\$ 31	100	D
Common Stock	05/14/2007	S	100	D	\$ 30.99	0	D

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Officer Right to Buy	\$ 11.26	05/14/2007		M		10,000		11/22/2003	11/21/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STRADFORD DENNIS P 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	

Signatures

Randle Rose, POA for Dennis
Stradford

05/16/2007

Signature of Reporting Person Date

Explanation of Responses:

* 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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