

Whitney David M
Form 4
May 08, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Whitney David M

(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)
05/04/2018

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)

VP, Controller, PAO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/04/2018		M	420 A \$ 32.64	9,366	D	
Common Stock	05/04/2018		M	8,040 A \$ 24.6	17,406	D	
Common Stock	05/04/2018		M	4,020 A \$ 31.99	21,426	D	
Common Stock	05/04/2018		M	940 A \$ 32.64	15,071	I	Spouse's Holding
Common Stock	05/04/2018		M	15,240 A \$ 24.6	30,311	I	Spouse's Holding

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Common Stock	05/04/2018		M	7,560	A	\$ 31.99	37,871	I	Spouse's Holding
Common Stock	05/04/2018		F	3,457	D	\$ 61.71	17,969	D	
Common Stock	05/04/2018		D	5,513	D	\$ 61.71	12,456	D	
Common Stock	05/04/2018		F	6,570	D	\$ 61.71	31,301	I	Spouse's Holding
Common Stock	05/04/2018		D	10,494	D	\$ 61.71	20,807	I	Spouse's Holding

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

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SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 32.64	05/04/2018		M	420	03/03/2015	03/03/2021	Common Stock	420
Stock Appreciation Right	\$ 24.6	05/04/2018		M	8,040	03/01/2017	03/01/2023	Common Stock	8,040
Stock Appreciation Right	\$ 31.99	05/04/2018		M	4,020	03/02/2016	03/02/2022	Common Stock	4,020
Stock Appreciation Right	\$ 32.64	05/04/2018		M	940	03/03/2015	03/03/2021	Common Stock	940
Stock Appreciation Right	\$ 24.6	05/04/2018		M	15,240	03/01/2017	03/01/2023	Common Stock	15,240

Stock										
Appreciation	\$ 31.99	05/04/2018		M	7,560	03/02/2016	03/02/2022	Common		7,5
Right								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitney David M 5700 LAS POSITAS ROAD LIVERMORE, CA 94551			VP, Controller, PAO	

Signatures

Kay Dashner, POA for David Whitney	05/08/2018
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__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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