FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	ourden								

0.5

hours per response:

	Check this box if no longer subject to
٦	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

1. Name and Address of Reporting Person* SMITH MORRIS RICHARD						2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
																X Dire	ctor		10% O	wner
(Last) 5700 LA	(Fi	· ·	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/09/2011										Offi bel	cer (give t	itle	Other (below)	specify
		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) LIVERM	IORE C	Λ (94551													,	m filed by	One Re	eporting Perso	on
LIVERIV	IORE C	A :	94551												m filed by son	More th	nan One Repo	orting		
(City)	(S	tate) (Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						Execution Date			Code (Instr.			4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)						For (D)	Ownership rm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										Code	,	Amount	unt (A) or (D)		Price	Tran	ansaction(s) estr. 3 and 4)			(111341. 4)
Common Stock 09/09/						/2011				M		840	40 ⁽¹⁾ A		\$0		840		D	
	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. Deeme Execution if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr	rities lired r osed) . 3, 4	Expi	ate Exerc ration Da nth/Day/\	ate		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Repor	ties cially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(A) (D) Da		e rcisable	Ex _I	piration te	Title	or Nu of	nount mber ares					
Restricted Stock Unit	\$0	09/09/2011			M			840		(2)		(3)	Commo	1 8	340	\$0	3,	360	D	

Explanation of Responses:

- 1. Common stock acquired is underlying RSU. 20% vest on September 9, 2011.
- 2. The restricted stock unit vested 20% on September 9, 2011 and 20% thereafter on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. The Company may, in its sole discretion, make a cash payment in lieu of the issuance of Common Stock.
- 3. The restricted stock unit vested 20% on September 9, 2011 and 20% thereafter on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. The Company may, in its sole discretion, make a cash payment in lieu of the issuance of Common Stock.

Randle Rose, POA for M. Richard Smith

09/13/2011

** 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.