

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

McGrath RentCorp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

580589-10-9

(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

 (1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above
 Persons

Joan M. McGrath

 (2) Check the Appropriate Box if a Member (a) / /
 of a Group* (b) / /

 (3) SEC Use Only

 (4) Citizenship or Place of Organization

U S A

| | | |
|------------------|------------------------|-----------|
| Number of Shares | (5) Sole Voting | |
| Beneficially | Power | 30,220 |
| Owned by | | |
| Each Reporting | (6) Shared Voting | |
| Person With | Power | 1,857,418 |
| | | |
| | (7) Sole Dispositive | |
| | Power | 0 |
| | | |
| | (8) Shared Dispositive | |
| | Power | 1,857,418 |

 (9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,290,215

 (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

X

 (11) Percent of Class Represented by Amount in Row (9)

15.7%

 (12) Type of Reporting Person*

In

 *SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1(A). NAME OF ISSUER

McGrath RentCorp

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

5700 Las Positas Road, Livermore, CA 94550

ITEM 2(A). NAME OF PERSON(S) FILING

Joan M. McGrath

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

2 Sixth Avenue, San Francisco, CA 94118

ITEM 2(C). CITIZENSHIP

United States of America

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock

ITEM 2(E). CUSIP NUMBER

580589-10-9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b),
CHECK WHETHER THE PERSON FILING IS A

- (a) / / Broker or Dealer registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) / / Insurance Company as defined in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment Company Act
- (e) / / Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G)
(Note: See Item 7)
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

2,290,215

(b) Percent of Class:

15.7%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

30,220

(ii) shared power to vote or to direct the vote

1,857,418

(iii) sole power to dispose or to direct the disposition of

0

(iv) shared power to dispose or to direct the disposition of

1,857,418

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. / /

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Included within the 2,290,915 shares specified above are 399,006 shares held by two private foundations of which I am an officer and trustee.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 15, 1998

(Date)

/s/ Joan M. McGrath

(Signature)

Joan M. McGrath
Director

(Name/Title)