

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

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* <u>Whitney David M</u> _____ (Last) (First) (Middle) <u>5700 LAS POSITAS ROAD</u> _____ (Street) <u>LIVERMORE CA 94551</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MCGRATH RENTCORP [MGRC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller, PAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	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
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

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		Date Exercisable	Expiration Date						Title
Stock Appreciation Right	\$32.64	05/04/2018		M		420	03/03/2015	03/03/2021	Common Stock	420	\$0	980	D	
Stock Appreciation Right	\$24.6	05/04/2018		M		8,040	03/01/2017	03/01/2023	Common Stock	8,040	\$0	12,060	D	
Stock Appreciation Right	\$31.99	05/04/2018		M		4,020	03/02/2016	03/02/2022	Common Stock	4,020	\$0	2,680	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. 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	Amount or Number of Shares				
Stock Appreciation Right	\$32.64	05/04/2018		M			940	03/03/2015	03/03/2021	Common Stock	940	\$0	1,860	I	Spouse's Holding
Stock Appreciation Right	\$24.6	05/04/2018		M			15,240	03/01/2017	03/01/2023	Common Stock	15,240	\$0	22,860	I	Spouse's Holding
Stock Appreciation Right	\$31.99	05/04/2018		M			7,560	03/02/2016	03/02/2022	Common Stock	7,560	\$0	5,040	I	Spouse's Holding

Explanation of Responses:

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

** 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.