

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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2018</u>					
<u>5700 LAS POSITAS ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <u>LIVERMORE CA 94551</u>								
(City) (State) (Zip)								

**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.**