FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF	CHANGES IN BENEFICIAL	OWNERSHIP

OMB APPROVAL									
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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* DAWSON WILLIAM J						2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]								(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	OIV WIL	<u> </u>			- 2 5	2. Data of Farlicat Transportion (Month/Dov/Voor)							-	X Directo			10% O\	· I		
(Last)	(1	First)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/03/2023									below)	(give title		Other (s below)	specity	
C/O MCGRATH RENTCORP					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. II	6. Individual or Joint/Group Filing (Check Applicable					
5700 LAS POSITAS ROAD																ine) X Form filed by One Reporting Person				
					-											Form filed by More than One Reporting				
(Street) LIVERN	MORE (² A	94551													Perso		C triai	TOTIC Repo	Tung
LIVER	IOKL C	A.)4331 		Ri	ıle 1	0h!	5-1(c)) Tı	rans	acti	on Ind	lica	tion						
(City)	(State)	(Zip)		' ''	Rule 10b5-1(c) Transaction Indication														
(- 3)	`	,	()			Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Inst							to a con	ract, instructi on 10.	on or written	plan th	hat is intende	ed to		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
		Tab	le I - Nor	1-Deriv	ative	Sec	uriti	ies Ac	÷		Disp					ly Owned	t c			
Date			2. Trans Date (Month/		E	2A. Deemed Execution Date, if any		, ·	3. Transaction Code (Instr.					I (A) or . 3, 4 and		urities Form eficially (D) of ed Following (I) (I		n: Direct c	7. Nature of Indirect Beneficial	
			<u> </u>	•	´		(Month/Day/Yea		8)		<u> </u>				Owned I Reporte				Ownership (Instr. 4)	
										Code	٧	Amount	(A) or (D)		Price	Transac (Instr. 3				
Common Stock				04/03	3/2023	3				M		1,500	1,500 ⁽²⁾ A		\$0	22,800			D	
	tive	Secu	ritie	s Acq	uire	ed, D	ispo	sed of	or l	Benef	ficially	Owned								
												onverti								
1. Title of Derivative Security (Instr. 3) 2. Conversion Date (Month/Day/Year) Price of Derivative Security 3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year)				Date,		ransaction of ode (Instr. Derivative		Ехр	Expiration Date (Month/Day/Year) Amou Secur Under Derivation			tle and bunt of urities erlying vative S tr. 3 and	4)	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exe	e ercisabl		cpiration ate	Title	1	Amount or Number of Shares					
Restricted Stock Unit	\$0	04/03/2023			M			1,500		(1)	02	2/25/2029		nmon ock	1,500	\$0	0		D	

Explanation of Responses:

- 1. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on April 3, 2023 and therefore such date is determined to be the date exercisable.
- 2. Common stock acquired is underlying RSU 100% vested on April 1, 2023.

David Whitney, POA for 04/05/2023 William Dawson

** 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.