FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

L	OMB APP	PROVAL
С	MB Number:	3235-028

Check this box if no longer subject to
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

OMB APPROVAL									
OMB Number: 3235-02									
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person*  Hawkins Philip B					2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [ MGRC ]									ck all applica Director	,		10% Ov	/ner	
(Last) 5700 LAS	(Last) (First) (Middle) 5700 LAS POSITAS ROAD					3. Date of Earliest Transaction (Month/Day/Year) 03/02/2012								<b>X</b>	below)	give title	ive title Other (below)  & Division Manager		pecify
(Street) LIVERMORE CA 94551 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired, I	Dis	posed of	, or	Bene	ficially	Owned				
Diameter Control of Diameter Control of Diameter Control of Contro			Date	nsaction th/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. r) 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)		(A) or 3, 4 and	5. Amoun Securities Beneficia Owned Fo	s lly ollowing	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D) Pri		Price	Reported Transaction(s) (Instr. 3 and 4)					
	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  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  6. (Month/Day/Year)  7. (Month/Day/Year)  8. (Month/Day/Year)		Date, Transaction Code (Inst			on of i		6. Date Exercisabl Expiration Date (Month/Day/Year)		ar) An Un De		7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	re es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title		Amount or Number of Shares					
Stock Appreciation Right	\$31.35	03/02/2012			A		9,000		03/02/2013	3(1)	03/02/2019		mmon tock	9,000	\$31.35	9,000		D	
Restricted Stock Unit <sup>(2)</sup>	\$0	03/02/2012			A		3,200		(3)		03/02/2019		mmon tock	3,200	\$0	3,200		D	

## **Explanation of Responses:**

- $1.\,20\%\ vests\ on\ first\ anniversary\ of\ grant\ date;\ 5\%\ vests\ each\ anniversary\ quarter\ thereafter.$
- 2. The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- $3.\ The\ RSUs\ vest\ 60\%\ at\ the\ end\ of\ the\ three-year\ performance\ period\ if\ the\ performance\ goal\ is\ satisfied;\ then\ 20\%\ vests\ each\ anniversary\ thereafter.$

Randle F. Rose, POA for Philip 03/06/2012 B. Hawkins

\*\* 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.