## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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								hours per response:			0.5
1. Name and Address of Reporting Person <sup>*</sup> MCGRATH JOAN M						2. Issuer Name and Ticker or Trading Symbol <u>MCGRATH RENTCORP</u> [ MGRC ]							5. Relatio (Check al X	nship of Reporting P Il applicable) Director		10% Ow	
Last) (First) (Middle) 700 LAS POSITAS ROAD				3. Date of Earliest Transaction (Month/Day/Year) 09/09/2005							1	Officer (give title	below)	Other (sp	ecify below)		
(Street) LIVERMORE C	CA 94551				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individ X	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	State)	(Zip	))														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3)					Date (Month/Day/Year)		2A. Deemed Execution Date,			4. Securities Acquired (A) or Disposed Of (D 3, 4 and 5)				5. Amount of Securiti Beneficially Owned F	ollowing [	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial
							if any (Month/Day/Year)	Code	v	Amount	(A) or (D) Price			Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	Ownership (Instr. 4)
Common Stock						005		S		240,000	D		\$26.15	2,267,783		<b>D</b> <sup>(1)</sup>	
	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)		4. Transa (Instr. 8)	ction Code	5. Number of Derivative Securities Acquired (A) o Disposed of (D) (Instr. 3, 4 and 5)		r Expirat	Exercisa tion Date /Day/Yea	Derivative	7. Title and Amount of Securities I Derivative Security (Instr. 3 and 4)		s Underlying 4)	8. Price of Derivative Security (Instr. 5)	9. Number o derivative Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Date Expiration Exercisable Date

Explanation of Responses:

1. Held in Trust with Robert McGrath

<u>/s/ Randle F. Rose for Joan M. McGrath</u> \*\* Signature of Reporting Person

Amount or Number of Shares

09/13/2005 Date

Transaction(s) (Instr. 4)

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. 76ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is 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.

(A)

## SPECIFIC POWER OF ATTORNEY

For the Purpose of Filing Forms 3, 4 and 5 with the Securities and Exchange Commission

I, Joan M. McGrath, Director of McGRATH RENTCORP, a California Corporation, do hereby constitute and appoint Randle F. Rose and David M. Whitney, and each of To sign and file with the Securities and Exchange Commission any and all Form 3, Form 4 or Form 5 filings regarding my initial holdings, the purchase This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, right The rights, powers, and authority of said attorneys in fact to exercise the specific rights and powers herein granted shall commence and be in full 1

DATED: August 5, 2003.

BY:\_/s/ Joan M. McGrath