FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							

37 Estimated average burden hours per response: 0.5

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

													- 1					
1. Name and Address of Reporting Person* Whitney David M					2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]									(Check all a		olicable)	,	Issuer Owner
,	,	Middle)	3. Date of Earliest Transa 05/09/2014					action (M	ction (Month/Day/Year)						Officer (give title below) VP, Control		belov	r (specify v)
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										,			
	Tabl	le I - Nor	n-Deriv	ative	Se	curit	ies Ac	quired,	Dis	posed o	of, o	r Bene	fici	ally (Owne	ed		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) i	2A. Deemed Execution Date,		3. Transa Code (3. Transaction Code (Instr.		4. Securities Acquired (A)				5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock															2	2,910	I	By KSOP
Common Stock															1	2,275	I	Spouses KSOP
Common Stock 05/09)/2014				S		1,833	3	D	\$34.3		5,914		D	
Common Stock 05/09				5/09/2014				S		506		D	\$3	34.3		0,966	I	Spouse's Holding
	Та														vned			
Derivative Conversion Date Executio Security or Exercise (Month/Day/Year) if any			n Date, Transactio Code (Inst			n of		Expiratio	n Date	•	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		str. 3	Deriv Secu	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V		v	(A)	(D)	Date Exercisal			or		ber					
	David M (Fin (Fin POSITAS RE CA (St cock cock	David M (First) (POSITAS ROAD RE CA (State) (Table curity (Instr. 3) Cock Cock	David M (First) (Middle) POSITAS ROAD RE CA 94551 (State) (Zip) Table I - Nor curity (Instr. 3) Cock Cock Table II - I (David M (First) (Middle) POSITAS ROAD RE CA 94551 (State) (Zip) Table I - Non-Deriv Curity (Instr. 3) 2. Transa Date (Month/It Cock Cock Cock Cock Cock Cock Cock Coc	David M (First) (Middle) POSITAS ROAD RE CA 94551 (State) (Zip) Table I - Non-Derivative (Month/Day/Yes Cock Cock Cock Table II - Derivative Se.g., puts, comparison of erivative (Month/Day/Year) Table II - Derivative Se.g., puts, code (Month/Day/Year) A. Table II - Derivative Se.g., puts, code (Month/Day/Year) (Month/Day/Year) A. Table II - Derivative Se.g., puts, code (Month/Day/Year) (Month/Day/Year) A. Table II - Derivative Se.g., puts, code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	MCG Middle MCG State MCG State MCG Middle Middle	MCGRAT	MCGRATH REI (First) (Middle) (First) (Middle) POSITAS ROAD Table I - Non-Derivative Securities Acquired (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, if any (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, if any (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	MCGRATH RENTCO (First) (Middle) POSITAS ROAD Table I - Non-Derivative Securities Acquired, Surity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option on rexercise rice of terivative eccurity 3. Date of Earliest Transaction (MO5/09/2014 4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year) (Month/Day/Year) San Date (e.g., puts, calls, warrants, option 3. Transaction (MO5/09/2014 5. Number of Conversion of Code (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	MCGRATH RENTCORP	MCGRATH RENTCORP MGRC (First) (Middle) POSITAS ROAD RE CA 94551 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 9) Code (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code (Instr. 9) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 9) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 9) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 9) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 9) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 19) Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	MCGRATH RENTCORP [MGRC] MCGRATH RENTCORP MGRC	MCGRATH RENTCORP [MGRC] 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Code V Amount (A) or (D) or	MCGRATH RENTCORP MGRC MG	MCGRATH RENTCORP MGRC MG	MCGRATH RENTCORP MGRC MGRC Check all appropriate MGRC Diversion MGRC Diversion MGRC Diversion MGRC Diversion MGRC Diversion MGRC Diversion MGRC MGRC	MCGRATH RENTCORP MGRC	Check all applicable) Director 10% Director 10%

Explanation of Responses:

Randle Rose, POA for David **Whitney**

05/09/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).