

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>HANNA JOSEPH F</u> (Last) (First) (Middle) C/O MCGRATH RENTCORP 5700 LAS POSITAS ROAD (Street) LIVERMORE CA 94551 (City) (State) (Zip)	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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/26/2024		M		16,040 ⁽¹⁾	A	\$0	175,859	D	
Common Stock	02/26/2024		M		2,674	A	\$0	178,533	D	
Common Stock	02/26/2024		M		2,770	A	\$0	181,303	D	
Common Stock	02/26/2024		M		3,196	A	\$0	184,499	D	
Common Stock	02/26/2024		F		13,250	D	\$124.65	171,249	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
Restricted Stock Unit	\$0	02/26/2024		M		8,020		(1)(2)	02/25/2028	Common Stock	8,020	\$0	0	D	
Restricted Stock Unit	\$0	02/26/2024		M		2,674		(2)(3)	02/25/2028	Common Stock	2,674	\$0	0	D	
Restricted Stock Unit	\$0	02/26/2024		M		2,770		(2)(3)	02/25/2029	Common Stock	2,770	\$0	2,771	D	
Restricted Stock Unit	\$0	02/26/2024		M		3,196		(2)(3)	02/24/2030	Common Stock	3,196	\$0	6,394	D	

Explanation of Responses:

- Subject to vesting and upon achievement of certain performance goals, each Vested RSU was converted into 200% of one share of McGrath RentCorp common stock.
- The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on February 26, 2024 and therefore such date is determined to be the date exercisable.
- The restricted stock unit shall vest 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equity to the fair market value of the common stock underlying the unit on the vesting date.

David Whitney, POA for Joseph Hanna 02/28/2024

** 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.