

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person <u>Dashner Kay</u> (Last) (First) (Middle) 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 _____ Officer (give title below) _____ Other (specify below) _____ <u>Vice President Human Resources</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2016</u>	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/01/2013		P4	5 ⁽¹⁾	A	\$32.98	7,437	D	
Common Stock	11/01/2013		P4	24 ⁽¹⁾	A	\$35.75	7,461	D	
Common Stock	02/03/2014		P4	56 ⁽¹⁾	A	\$36.12	7,517	D	
Common Stock	05/01/2014		P4	76 ⁽¹⁾	A	\$30.68	7,593	D	
Common Stock	08/01/2014		P4	69 ⁽¹⁾	A	\$34.06	7,662	D	
Common Stock	11/03/2014		P4	65 ⁽¹⁾	A	\$36.7	7,727	D	
Common Stock	02/02/2015		P4	79 ⁽¹⁾	A	\$30.39	7,806	D	
Common Stock	05/01/2015		P4	79 ⁽¹⁾	A	\$32.99	7,885	D	
Common Stock	08/03/2015		P4	128 ⁽¹⁾	A	\$25.07	8,013	D	
Common Stock	11/02/2015		P4	107 ⁽¹⁾	A	\$30.1	8,120	D	
Common Stock	02/01/2016		P4	135 ⁽¹⁾	A	\$24.09	8,255	D	
Common Stock	05/02/2016		P4	142 ⁽¹⁾	A	\$24.22	8,397	D	
Common Stock	08/01/2016		P4	111 ⁽¹⁾⁽²⁾	A	\$31.86	8,508	D	
Common Stock	11/01/2016		P4	119 ⁽¹⁾⁽³⁾	A	\$30.11	8,627	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents the purchase of McGrath RentCorp common stock paid for with the proceeds of cash dividends received by the reporting person from her holdings of McGrath RentCorp common stock.
- The reporting person's purchase of McGrath RentCorp common stock reported on 8/1/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 111 shares, with the reporting person's sale of 2,817 shares of McGrath RentCorp common stock at a price of \$39.0495 per share on 12/15/2016. The reporting person has paid to McGrath RentCorp \$798.46, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
- The reporting person's purchase of McGrath RentCorp common stock reported on 11/1/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 119 shares, with the reporting person's sale of 2,817 shares of McGrath RentCorp common stock at a price of \$39.0495 per share on 12/15/2016. The reporting person has paid to McGrath RentCorp \$1,059.03, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

Remarks:

Randle F. Rose POA for Kay Dashner

02/14/2017

** 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.