

**FORM 4**

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Brown Richard Gordon</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP &amp; Division Manager</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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							10,765	I	ESOP	
Common Stock	06/06/2007		M		3,484	A	\$11.735	10,884	D	
Common Stock	06/06/2007		S		200	D	\$31.83	10,684	D	
Common Stock	06/06/2007		S		100	D	\$31.81	10,584	D	
Common Stock	06/06/2007		S		200	D	\$31.78	10,384	D	
Common Stock	06/06/2007		S		100	D	\$31.76	10,284	D	
Common Stock	06/06/2007		S		309	D	\$31.75	9,975	D	
Common Stock	06/06/2007		S		300	D	\$31.74	9,675	D	
Common Stock	06/06/2007		S		101	D	\$31.71	9,574	D	
Common Stock	06/06/2007		S		133	D	\$31.7	9,441	D	
Common Stock	06/06/2007		S		1,099	D	\$31.69	8,342	D	
Common Stock	06/06/2007		S		296	D	\$31.68	8,046	D	
Common Stock	06/06/2007		S		646	D	\$31.67	7,400	D	
Common Stock	06/07/2007		M		13,000	A	\$15.285	20,400	D	
Common Stock	06/07/2007		M		7,349	A	\$11.735	27,749	D	
Common Stock	06/07/2007		S		100	D	\$31.74	27,649	D	
Common Stock	06/07/2007		S		112	D	\$31.71	27,537	D	
Common Stock	06/07/2007		S		200	D	\$31.69	27,337	D	
Common Stock	06/07/2007		S		300	D	\$31.68	27,037	D	
Common Stock	06/07/2007		S		500	D	\$31.67	26,537	D	
Common Stock	06/07/2007		S		503	D	\$31.66	26,034	D	
Common Stock	06/07/2007		S		1,748	D	\$31.65	24,286	D	
Common Stock	06/07/2007		S		300	D	\$31.64	23,986	D	
Common Stock	06/07/2007		S		1,080	D	\$31.63	22,906	D	
Common Stock	06/07/2007		S		1,866	D	\$31.62	21,040	D	
Common Stock	06/07/2007		S		3,953	D	\$31.61	17,087	D	
Common Stock	06/07/2007		S		9,687	D	\$31.6	7,400	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	Amount or Number of Shares				
Officer Right to Buy	\$11.735	06/06/2007		M			3,484	03/20/2004	03/20/2013	Common Stock	3,484	\$0	11,349	D	
Officer Right to Buy	\$15.285	06/07/2007		M			13,000	03/08/2005	03/08/2014	Common Stock	13,000	\$0	11,000	D	
Officer Right to Buy	\$11.735	06/07/2007		M			7,349	03/20/2004	03/20/2013	Common Stock	7,349	\$0	4,000	D	

Explanation of Responses:

Randle Rose, POA for Richard Brown 06/08/2007

\*\* 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.