

**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

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person *<br><u>Whitney David M</u><br><br>(Last) (First) (Middle)<br>5700 LAS POSITAS ROAD<br><br>(Street)<br>LIVERMORE CA 94551<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MCGRATH RENTCORP [ MGRC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>VP, Controller, PAO |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/27/2020                  |   |
| 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                    | 02/28/2020                           |  | M                              |   | 416   | A          | \$0     | 6,301   | D  |   |
| Common Stock                    | 02/28/2020                           |  | M                              |   | 556   | A          | \$0     | 11,552  | I  | Spouse's Holding                                      |
| Common Stock                    | 02/28/2020                           |  | F                              |   | 273   | D          | \$69.45 | 11,279  | I  | Spouse's Holding                                      |
| Common Stock                    | 02/28/2020                           |  | F                              |   | 206   | D          | \$69.45 | 6,095   | 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 Units                     | \$0  | 02/27/2020                           |  | A                              |   | 1,070  |     | 02/27/2021 <sup>(1)</sup>                                | 02/27/2027      | Common Stock  | 1,070                                      | \$0  | 1,070   | D  |                  |
| Restricted Stock Units                     | \$0  | 02/27/2020                           |  | A                              |   | 1,560  |     | 02/27/2021 <sup>(1)</sup>                                | 02/27/2027      | Common Stock  | 1,560                                      | \$0  | 1,560   | I  | Spouse's Holding |
| Restricted Stock Units                     | \$0  | 02/27/2020                           |  | A                              |   | 1,070  |     | 02/27/2023 <sup>(2)</sup>                                | 02/27/2027      | Common Stock  | 1,070                                      | \$0  | 1,070   | D  |                  |
| Restricted Stock Units                     | \$0  | 02/27/2020                           |  | A                              |   | 1,560  |     | 02/27/2023 <sup>(2)</sup>                                | 02/27/2027      | Common Stock  | 1,560                                      | \$0  | 1,560   | I  | Spouse's Holding |
| Restricted Stock Units                     | \$0  | 02/28/2020                           |  | M                              |   |  | 416 | 02/28/2020 <sup>(1)</sup>                                | 02/28/2026      | Common Stock  | 416  | \$0  | 834   | D  |                  |
| Restricted Stock Units                     | \$0  | 02/28/2020                           |  | M                              |   |  | 556 | 02/28/2020 <sup>(1)</sup>                                | 02/28/2026      | Common Stock  | 556  | \$0  | 1,114   | I  | Spouse's Holding |

**Explanation of Responses:**

- The restricted stock unit shall vest as follows: 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 equal to the fair market value of the common stock underlying the unit on the vesting date.
- Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.

Kay Dashner, POA for David Whitney 03/02/2020

\*\* 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.

