

**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><b>MCGRATH ROBERT P</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MCGRATH RENTCORP [ MGRC ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/11/2013</b>           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
| <b>5700 LAS POSITAS ROAD</b>   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |  |   |  |  |
| (Street)<br><b>LIVERMORE CA 94551</b>                                |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |   |  |  |

**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                    | 11/11/2013                           |  | M                              |   | 12,000  | A          | \$31.14 | 12,000  | I  | Spouse  |
| Common Stock                    | 11/11/2013                           |  | M                              |   | 24,000  | A          | \$31.14 | 24,000  | D  |   |
| Common Stock                    | 11/11/2013                           |  | J <sup>(1)</sup>               |   | 4,766   | A          | \$0     | 1,206,149   | I <sup>(2)</sup>   | Trust   |
| Common Stock                    | 11/11/2013                           |  | F <sup>(3)</sup>               |   | 10,411  | D          | \$35.89 | 1,589   | I  | Spouse  |
| Common Stock                    | 11/11/2013                           |  | F <sup>(3)</sup>               |   | 20,823  | D          | \$35.89 | 3,177   | D  |   |
| Common Stock                    | 11/11/2013                           |  | J <sup>(1)</sup>               |   | 3,177   | D          | \$0     | 0   | D  |   |
| Common Stock                    | 11/11/2013                           |  | J <sup>(1)</sup>               |   | 1,589   | D          | \$0     | 0   | I  | Spouse  |

**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  |
| Stock Option                               | \$31.14  | 11/11/2013                           |  | M                              |   | 12,000   |     | 02/26/2008   | 02/26/2014      | Common Stock  | 12,000                                     | \$0  | 0   | I  | Spouse |
| Stock Option                               | \$31.14  | 11/11/2013                           |  | M                              |   | 24,000   |     | 02/26/2008   | 12/26/2014      | Common Stock  | 24,000                                     | \$0  | 0   | D  |        |

**Explanation of Responses:**

- Deposit of shares into family trust.
- Includes 1,201,383 shares erroneously reported as directly held by the reporting person on previous filings.
- Shares withheld for payment of exercise price.

Randle Rose, POA for Robert McGrath 11/13/2013

\*\* 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.