

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* <u>MCGRATH ROBERT P</u> (Last) (First) (Middle) <u>5700 LAS POSITAS RD.</u> (Street) <u>LIVERMORE CA 94551</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2003</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 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	08/07/2003		s		9,500	D	\$26	1,759,250	D	Held in Trust with Joan McGrath
Common Stock	08/07/2003		s		4,700	D	\$26.08	1,754,550	D	Held in Trust with Joan McGrath
Common Stock	08/07/2003		s		105,800	D	\$25.76	1,648,750	D	Held in Trust with Joan McGrath
Common Stock								55,063	I	ESOP
Common Stock								30,390	I	Joan McGrath ESOP
Common Stock								162,770	I	Outrageous Foundation ⁽¹⁾
Common Stock								156,236	I	Celebrate Foundation ⁽¹⁾

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					

Explanation of Responses:

1. Reporting Person expressly declares that the filing of this Form 4 shall not be construed as Reporting Person's admission that he/she is the beneficial owner of these securities.

/s/ Randle F. Rose for Robert P. McGrath 08/08/2003

** 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.

SPECIFIC POWER OF ATTORNEY

For the Purpose of Filing Forms 3, 4 and 5 with the Securities and Exchange Commission

I, Robert P. McGrath, Chairman of the Board and Director of McGrath Rentcorp, a California Corporation, do hereby constitute and appoint Randle F. Rose and David M. Whitney, and each of them, my true and lawful attorneys and agents in fact for me and in my name, place, and stead, and for my use and benefit:

To sign and file with the Securities and Exchange Commission any and all Form 3, Form 4 or Form 5 filings regarding my initial holdings, the purchase or sale of McGrath RentCorp non-derivative securities and/or the grant, exercise or cancellation of McGrath RentCorp derivative securities ("Securities") undertaken by me during any calendar month for which I am unable to sign and file personally.

This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, rights, or powers herein limits and restricts, and is to be construed or interpreted as limiting or restricting the specific powers herein granted to said attorneys in fact.

The rights, powers, and authority of said attorneys in fact to exercise the specific rights and powers herein granted shall commence and be in full force and effect on August 4, 2003 and such rights, powers, and authority shall remain in full force and effect thereafter until the earlier of December 31, 2013 or until the requirement to file such Forms 3, 4 or 5 with the Securities and Exchange Commission regarding McGrath RentCorp Securities no longer applies to me.

DATED: August 5, 2003.

BY: /s/ Robert P. McGrath