

OMB APPROVAL	
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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* VAN TREASE KRISTINA			2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]			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) VP & Division Manager		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2014			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		
5700 LAS POSITAS ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) LIVERMORE CA 94551								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								12,070	I	By KSOP
Common Stock								2,752	I	Spouses KSOP
Common Stock	03/03/2014		M		1,805 ⁽⁴⁾	A	\$0	8,410	I	Spouse's Holding
Common Stock	03/03/2014		F		663	D	\$32.64	7,747	I	Spouse's Holding

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 Appreciation Right	\$32.64	03/03/2014		A		9,300		03/03/2015 ⁽¹⁾	03/03/2021	Common Stock	9,300	\$0	9,300	D	
Restricted Stock Units ⁽²⁾	\$0	03/03/2014		A		2,600		(3)	03/03/2021	Common Stock	2,600	\$0	2,600	D	
Stock Appreciation Right	\$32.64	03/03/2014		A		4,900		03/03/2015 ⁽¹⁾	03/03/2021	Common Stock	4,900	\$0	4,900	I	Spouse's Holding
Restricted Stock Units ⁽²⁾	\$0	03/03/2014		A		1,400		(3)	03/03/2021	Common Stock	1,400	\$0	1,400	I	Spouse's Holding
Restricted Stock Units	\$0	03/03/2014		M		1,805		03/03/2014 ⁽⁵⁾	02/25/2018	Common Stock	1,203	\$0	1,203	I	Spouse's Holding

Explanation of Responses:

- 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- Unless earlier forfeited, each performance based RSU vests and converts into no less than 10% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 60% at the end of the three-year performance period if the performance goals are satisfied; then 20% vests each anniversary thereafter.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 188% of one share of McGrath RentCorp common stock.
- The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 3, 2014 and therefore such date is determined to be the date exercisable.

Randle F. Rose, POA for 03/05/2014
Kristina Van Trease

** 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.