

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Porter Stuart Templeton</u>			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 <input checked="" type="checkbox"/> Officer (give title below) <u>VP and Division Manager</u> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O MCGRATH RENTCORP 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2023		M		200	A	\$0	1,382	D	
Common Stock	02/01/2023		M		256	A	\$0	1,638	D	
Common Stock	02/01/2023		M		213	A	\$0	1,851	D	
Common Stock	02/01/2023		M		710	A	\$0	2,561	D	
Common Stock	02/01/2023		M		237	A	\$0	2,798	D	
Common Stock	02/01/2023		F		472	D	\$98.42	2,326	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 Unit	\$0	02/01/2023		M		200		(1)	03/01/2025	Common Stock	200	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		M		256		(2)	02/25/2029	Common Stock	256	\$0	514	D	
Restricted Stock Unit	\$0	02/01/2023		J <sup>(3)</sup>		514		(4)	02/25/2029	Common Stock	514	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		M		213		(2)	02/25/2028	Common Stock	213	\$0	214	D	
Restricted Stock Unit	\$0	02/01/2023		J <sup>(5)</sup>		214		(11)	02/25/2028	Common Stock	214	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		M		710		(6)	02/27/2027	Common Stock	710	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		M		237		(2)	02/27/2027	Common Stock	237	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		J <sup>(7)</sup>		640		(8)	02/25/2028	Common Stock	640	\$0	0	D	
Restricted Stock Unit	\$0	02/01/2023		J <sup>(9)</sup>		770		(10)	02/25/2029	Common Stock	770	\$0	0	D	

**Explanation of Responses:**

- In connection with the sale of the Adler business, as disclosed in the Current Report on Form 8K filed with the Securities and Exchange Commission on February 1, 2023 (the Adler Transaction), the tranche of restricted stock unit subject to this grant which would have vested in March 2023 was accelerated and deemed vested as of the closing date of the Adler Transaction. Each restricted stock unit represents a right to receive one share of McGrath RentCorp common stock or an amount equal to the fair market value of the McGrath RentCorp common stock underlying the unit on the vesting date.
- In connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023 (the Adler Transaction), the tranche of restricted stock unit subject to this grant which would have vested in February 2023 was accelerated and deemed vested as of the closing date of the Adler Transaction. Each restricted stock unit represents a right to receive one share of McGrath RentCorp common stock or an amount equal to the fair market value of the McGrath RentCorp common stock underlying the unit on the vesting date.
- Forfeiture of service based RSUs awarded on 2/25/2022.
- The unvested balance of the service based RSUs awarded on 2/25/2022 is forfeited in connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023.
- Forfeiture of service based RSUs awarded on 2/25/2021.

6. In connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023, 100% of this performance based restricted stock unit was accelerated and deemed achieved at target for years 2020, 2021 and 2022. Each performance based RSU converts into one share of McGrath RentCorp common stock.

7. Forfeiture of performance based RSUs awarded on 2/25/2021.

8. The unvested balance of the performance based RSUs awarded on 2/25/2021 is forfeited in connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023.

9. Forfeiture of performance based RSUs awarded on 2/25/2022.

10. The unvested balance of the performance based RSUs awarded on 2/25/2022 is forfeited in connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023.

11. The unvested balance of the service based RSUs awarded on 2/25/2021 is forfeited in connection with the sale of the Adler business, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2023.

Tara Wescott, POA for Stuart      02/03/2023  
Porter

\*\* 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.

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