

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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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* <u>Skenesky John P</u> _____ (Last) (First) (Middle) <u>5700 LAS POSITAS ROAD</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>VP and Division Manager</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2015</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| | | | 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 | 03/02/2015 | | M | | 800 ⁽³⁾ | A | \$0 | 800 | D | |
| Common Stock | 03/02/2015 | | M | | 1,440 ⁽³⁾ | A | \$0 | 2,240 | D | |
| Common Stock | 03/02/2015 | | M | | 3,120 ⁽³⁾ | A | \$0 | 5,360 | D | |
| Common Stock | 03/02/2015 | | F | | 1,453 | D | \$31.99 | 3,907 | 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 | Amount or Number of Shares | | | | | |
| Restricted Stock Units | \$0 | 03/02/2015 | | A | | 2,700 | | (1) | 03/02/2022 | Common Stock | 2,700 | \$0 | 2,700 | D | | |
| Stock Appreciation Right | \$31.99 | 03/02/2015 | | A | | 12,600 | | | 03/02/2016 ⁽²⁾ | 03/02/2022 | Common Stock | 12,600 | \$0 | 12,600 | D | |
| Restricted Stock Units | \$0 | 03/02/2015 | | M | | | 800 | | 03/02/2015 ⁽⁴⁾ | 02/26/2017 | Common Stock | 800 | \$0 | 0 | D | |
| Restricted Stock Units | \$0 | 03/02/2015 | | M | | | 1,440 | | 03/02/2015 ⁽⁴⁾ | 02/25/2018 | Common Stock | 1,440 | \$0 | 1,440 | D | |
| Restricted Stock Unit | \$0 | 03/02/2015 | | M | | | 3,120 ⁽⁵⁾ | | 03/02/2015 | 03/02/2019 | Common Stock | 3,120 | \$0 | 2,080 | D | |

Explanation of Responses:

- Unless earlier forfeited under the terms of the performance based RSU, each 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 goal is satisfied; then 20% vests each anniversary thereafter.
- 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 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 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 2, 2015 and therefore such date is determined to be the date exercisable.
- 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.

Randle F. Rose, POA for John P. Skenesky 03/04/2015

** 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.