

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: KAKURES DENNIS C, 5700 LAS POSITAS RD, LIVERMORE CA 94551
2. Issuer Name and Ticker or Trading Symbol: MCGRATH RENTCORP [ MGRC ]
3. Date of Earliest Transaction: 01/20/2006
5. Relationship of Reporting Person(s) to Issuer: Director 10% Owner, Officer (give title below) President & C.E.O.
6. Individual or Joint/Group Filing: Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired (A) or Disposed Of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Indirect Beneficial Ownership. Row 1: Common Stock, 345,734, D.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 11 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Securities Underlying, 8. Price of Derivative Security, 9. Number of derivative Securities Beneficially Owned, 10. Ownership Form, 11. Nature of Indirect Beneficial Ownership. Row 1: OPTION TO BUY (OFFICER'S OPTION), \$29.56, 01/20/2006, A, 90,000, (1), 01/20/2016, COMMON STOCK, 90,000, \$0, 90,000, D.

Explanation of Responses:

1. 20% vests after one year and 5% vests each quarter thereafter.

/s/ Randle F. Rose for Dennis C. Kakures 01/24/2006
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, Dennis C. Kakures, President, C.E.O. and Director of McGRATH RENTCORP, a California Corporation, do hereby constitute and appoint Randle F. Rose and David

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

This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, right

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 f

DATED: August 5, 2003.

BY: /s/ Dennis C. Kakures