

**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>Whitney David M</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller, PAO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2019</u>			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		
<u>5700 LAS POSITAS ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LIVERMORE CA 94551</u>								
(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	10/31/2019		M		400	A	\$34.57	6,285	D	
Common Stock	10/31/2019		M		335	A	\$31.99	6,620	D	
Common Stock	10/31/2019		M		1,005	A	\$24.6	7,625	D	
Common Stock	10/31/2019		M		1,905	A	\$24.6	12,901	I	Spouse's Holding
Common Stock	10/31/2019		M		630	A	\$31.99	13,531	I	Spouse's Holding
Common Stock	10/31/2019		M		835	A	\$34.57	14,366	I	Spouse's Holding
Common Stock	10/31/2019		F		1,066	D	\$78.4599	13,300	I	Spouse's Holding
Common Stock	10/31/2019		F		553	D	\$78.4599	7,072	D	
Common Stock	10/31/2019		D		630	D	\$78.4599	6,442	D	
Common Stock	10/31/2019		D		1,223	D	\$78.4599	12,077	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	\$34.57	10/31/2019		M			400	03/02/2018	03/02/2024	Common Stock	400	\$0	4,000	D	
Stock Appreciation Right	\$24.6	10/31/2019		M			1,905	03/01/2017	03/01/2023	Common Stock	1,905	\$0	11,430	I	Spouse's Holding
Stock Appreciation Right	\$34.57	10/31/2019		M			835	03/02/2018	03/02/2024	Common Stock	835	\$0	8,350	I	Spouse's Holding
Stock Appreciation Right	\$31.99	10/31/2019		M			335	03/02/2016	03/02/2022	Common Stock	335	\$0	670	D	
Stock Appreciation Right	\$24.6	10/31/2019		M			1,005	03/01/2017	03/01/2023	Common Stock	1,005	\$0	6,030	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				
Stock Appreciation Right	\$31.99	10/31/2019		M			630	03/02/2016	03/02/2022	Common Stock	630	\$0	1,260	I	Spouse's Holding

Explanation of Responses:

Kay Dashner, POA for David Whitney      11/04/2019

\*\* 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.**