

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>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) <input checked="" type="checkbox"/> 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>02/28/2022</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		
<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	02/28/2022		M		1,825 ⁽⁵⁾	A	\$0	5,801	D	
Common Stock	02/28/2022		M		417	A	\$0	6,218	D	
Common Stock	02/28/2022		M		357	A	\$0	6,575	D	
Common Stock	02/28/2022		F		1,388	D	\$81.28	5,187	D	
Common Stock	02/28/2022		M		557	A	\$0	4,882	I	Spouse's Holding
Common Stock	02/28/2022		M		520	A	\$0	5,402	I	Spouse's Holding
Common Stock	02/28/2022		F		547	D	\$81.28	4,855	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
Restricted Stock Unit	\$0	02/28/2022		M		1,825		(1)	02/28/2026	Common Stock	1,825	\$0	0	D	
Restricted Stock Unit	\$0	02/28/2022		M		417		(2)	02/28/2026	Common Stock	417	\$0	0	D	
Restricted Stock Unit	\$0	02/28/2022		M		357		(2)(3)	02/27/2027	Common Stock	357	\$0	357	D	
Restricted Stock Unit	\$0	02/28/2022		J ⁽⁴⁾		1,670		(6)	02/28/2022	Common Stock	1,670	\$0	0	I	Spouse's Holding
Restricted Stock Unit	\$0	02/28/2022		M		557		(2)	02/28/2026	Common Stock	557	\$0	0	I	Spouse's Holding
Restricted Stock Unit	\$0	02/28/2022		M		520		(2)(3)	02/27/2027	Common Stock	520	\$0	521	I	Spouse's Holding

Explanation of Responses:

- Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.
- The restricted stock unit shall vest 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date.
- The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on February 28, 2022 and therefore such date is determined to be the date exercisable.
- Forfeiture of performance based RSUs awarded on 2/28/2019.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 146% of one share of McGrath RentCorp common stock.
- The RSUs are subject to a performance based vesting component at the end of a three-year period.

Keith Pratt, POA for David Whitney

03/02/2022

** Signature of Reporting Person Date

* 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.