

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 26, 2010**

**McGRATH RENTCORP**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction  
of incorporation)

**0-13292**  
(Commission File Number)

**94-2579843**  
(IRS Employer  
Identification No.)

**5700 Las Positas Road, Livermore, California**  
(Address of principal executive offices)

**94551-7800**  
(Zip Code)

**(925) 606-9200**  
Registrant's telephone number, including area code

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.**

On July 26, 2010, the Board of Directors of McGrath RentCorp (the “Company”) created a new director position and elected M. Richard Smith to serve as a director of the Company. Mr. Smith’s election brings the total membership of the Board of Directors to seven. Mr. Smith will also serve on the Corporate Governance and Nominating Committee and the Compensation Committee. As a non-employee director, Mr. Smith will receive compensation consistent with the compensation program for non-employee directors described in the Company’s proxy statement with respect to its Annual Meeting of Shareholders held on June 8, 2010, filed with the Securities and Exchange Commission on April 20, 2010.

A copy of the press release announcing Mr. Smith’s election to the Board of Directors is attached hereto as Exhibit 99.1.

**Item 5.03      Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 26, 2010, the Board of Directors of the Company amended Section 3.2 of its Amended and Restated Bylaws (the “Bylaws”) to increase the exact number of directors from six to seven, and has amended the Bylaws accordingly.

A copy of the amendment to the Bylaws is attached hereto as Exhibit 3.1.

**Item 9.01      Financial Statements and Exhibits.**

(d)            Exhibits

3.1            Amendment to Section 3.2 of Amended and Restated Bylaws.

99.1          Press Release dated July 30, 2010.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 30, 2010

McGRATH RENTCORP

/s/ Randle F. Rose

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RANDLE F. ROSE

Senior Vice President and  
Chief Administrative Officer

3.2. **Number of Directors.** The number of directors of the Corporation shall be not less than five (5) nor more than nine (9). The exact number of directors shall be seven (7) until changed, within the limits specified above, by a Bylaw amending this Section 3.2 duly adopted by the Board of Directors or by the shareholders. The indefinite number of directors may be changed, or a definite number fixed without provision for an indefinite number, by an amendment to this Bylaw duly adopted by the vote or written consent of a majority of the outstanding shares entitled to vote.

**McGrath RentCorp Elects M. Richard Smith to Board of Directors**

LIVERMORE, Calif.--(BUSINESS WIRE)--July 30, 2010--McGrath RentCorp (NASDAQ:MGRC) today announced M. Richard (Rick) Smith has been elected to the Company's Board of Directors. The election brings the Board membership to seven directors. Mr. Smith will also serve on the Board's Governance and Nominating Committee and the Compensation Committee.

"We are very pleased to welcome Rick to our Board," said Ronald Zech, Chairman of the Board. "His nearly 25 years of executive level experience in corporate development, business operations, the energy industry, and past public and private company board service will be a valuable complement to McGrath RentCorp's Board."

Mr. Smith also serves as a member of the Board of Directors of Insituform Technologies, Inc (NASDAQ:INSU), a leading provider of pipeline rehabilitation products and services, Sithe Global Power, LLC, an international power development company, and SkyFuel, Inc., a solar thermal power technology and service provider. Mr. Smith previously served as Senior Vice President of Bechtel and President of its Fossil Power business unit where he managed Bechtel's global fossil power engineering and construction activities until 2007. This position culminated a 26 year career with Bechtel. During that tenure, he also served as Chief Executive Officer of Intergen, a joint venture between Shell and Bechtel, from 2004 to 2005. From 1992 to 2000, Mr. Smith was at a PG&E joint venture and at PG&E Corporation where he was responsible for all corporate development activities.

Mr. Smith holds a Bachelor of Science in Aerospace Engineering from Auburn University, a Master of Science in Mechanical Engineering from Northeastern University, and a Master of Business Administration from Golden Gate University.

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## **ABOUT MCGRATH RENTCORP**

Founded in 1979, McGrath RentCorp is a diversified business-to-business rental company. Under the trade name Mobile Modular Management Corporation (Mobile Modular), it rents and sells modular buildings to fulfill customers' temporary and permanent classroom and office space needs in California, Texas, Florida, North Carolina, Georgia, Maryland, Virginia and Washington, D.C. The Company's TRS-RenTelco division rents and sells electronic test equipment and is one of the leading rental providers of general purpose and communications test equipment in the Americas. In 2008, the Company purchased the assets of Adler Tank Rentals, a New Jersey based supplier of rental containment solutions for hazardous and nonhazardous liquids and solids with operations today in the Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West. Also, in 2008, under the trade name TRS-Environmental, the Company entered the environmental test equipment rental business serving the Americas. In 2008, the Company also entered the portable storage container rental business in Northern California under the trade name Mobile Modular Portable Storage, and in 2009 expanded this business into Southern California, Texas and Florida. For more information on McGrath RentCorp and its operating units, please visit our websites:

Corporate – [www.mgrc.com](http://www.mgrc.com)

Tanks and Boxes – [www.AdlerTankRentals.com](http://www.AdlerTankRentals.com)

Modular Buildings – [www.MobileModularRents.com](http://www.MobileModularRents.com)

Portable Storage – [www.MobileModularRents-PortableStorage.com](http://www.MobileModularRents-PortableStorage.com)

Electronic Test Equipment – [www.TRS-RenTelco.com](http://www.TRS-RenTelco.com)

Environmental Test Equipment – [www.TRS-Environmental.com](http://www.TRS-Environmental.com)

School Facilities Manufacturing – [www.Enviroplex.com](http://www.Enviroplex.com)

### CONTACT:

McGrath RentCorp

Dennis C. Kakures, 925-606-9200

Chief Executive Officer