

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>PRATT KEITH E</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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		2,800 ⁽⁴⁾	A	\$0	30,938	D	
Common Stock	03/02/2015		M		2,369 ⁽⁵⁾	A	\$0	33,307	D	
Common Stock	03/02/2015		F		1,945	D	\$31.99	31,362	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 ⁽¹⁾	\$0	03/02/2015		A		5,500		(2)	03/02/2015	Common Stock	5,500	\$0	5,500	D		
Stock Appreciation Right	\$31.99	03/02/2015		A		26,000			03/02/2016 ⁽³⁾	03/02/2022	Common Stock	26,000	\$0	26,000	D	
Restricted Stock Units	\$0	03/02/2015		M			2,800		03/02/2015 ⁽⁶⁾⁽⁷⁾	02/26/2017	Common Stock	2,800	\$0	0	D	
Restricted Stock Units	\$0	03/02/2015		M			2,369		03/02/2015 ⁽⁷⁾	02/25/2018	Common Stock	2,369	\$0	2,368	D	
Restricted Stock Unit	\$0	03/02/2015		J ⁽⁸⁾			5,600		(1)	03/02/2019	Common Stock	5,600	\$0	0	D	

Explanation of Responses:

- The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- 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.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 188% 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 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.
- Represents forfeited shares of common stock underlying RSU granted on 3/2/2012.

Randle Rose, POA for Keith Pratt

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.

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