

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>VP, Controller, PAO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2017</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</u>	<u>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	03/02/2017		M		1,160 <sup>(4)</sup>	A	\$0	16,593	I	Spouse's Holding
Common Stock	03/02/2017		M		1,040 <sup>(4)</sup>	A	\$0	17,633	I	Spouse's Holding
Common Stock	03/02/2017		F		808	D	\$34.57	16,825	I	Spouse's Holding
Common Stock	03/03/2017		M		2,496 <sup>(6)</sup>	A	\$0	19,321	I	Spouse's Holding
Common Stock	03/03/2017		F		931	D	\$34.18	18,390	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	Amount or Number of Shares				
Restricted Stock Units <sup>(1)</sup>	\$0	03/02/2017		A		1,400		(2)	03/02/2024	Common Stock	1,400	\$0	1,400	D	
Stock Appreciation Right	\$34.57	03/02/2017		A		8,000		03/02/2018 <sup>(3)</sup>	03/02/2024	Common Stock	8,000	\$0	8,000	D	
Restricted Stock Units <sup>(1)</sup>	\$0	03/02/2017		A		3,000		(2)	03/02/2024	Common Stock	3,000	\$0	3,000	I	Spouse's Holding
Stock Appreciation Right	\$34.57	03/02/2017		A		16,700		03/02/2018 <sup>(3)</sup>	03/02/2024	Common Stock	16,700	\$0	16,700	I	Spouse's Holding
Restricted Stock Units	\$0	03/02/2017		M			1,160	02/29/2016 <sup>(5)</sup>	02/25/2020	Common Stock	1,160	\$0	1,160	I	Spouse's Holding
Restricted Stock Unit	\$0	03/02/2017		M			1,040	03/02/2015 <sup>(5)</sup>	03/02/2019	Common Stock	1,040	\$0	0	I	Spouse's Holding
Restricted Stock Units	\$0	03/03/2017		J <sup>(7)</sup>			1,400	(1)	03/03/2021	Common Stock	1,400	\$0	0	D	
Restricted Stock Units	\$0	03/03/2017		M			2,496	(8)	03/03/2021	Common Stock	2,496	\$0	1,664	I	Spouse's Holding

**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.
- 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, 2017 and therefore such date is determined to be the date exercisable.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 160% of one share of McGrath RentCorp common stock.

7. Forfeiture of performance based RSUs awarded on 3/3/2014.

8. 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 3, 2017 and therefore such date is determined to be the date exercisable.

Randle Rose, POA for David  
Whitney

03/06/2017

\*\* 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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