



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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 16)\*

McGrath RentCorp

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

580589-10-9

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(Cusip Number)

December 31, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 580589-10-9

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1. Name of Reporting Person: Robert P. McGrath  
 I.R.S. Identification Nos. of above persons (entities only):  
 ###-##-####

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2. Check the Appropriate Box if a Member of a Group:  
 (a)   
 (b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
 USA

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5. Sole Voting Power:  
 56,367

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Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power:  
 2,087,756

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7. Sole Dispositive Power:  
 0

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8. Shared Dispositive Power:  
 2,087,756

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
 2,175,413

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
 17.4%

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12. Type of Reporting Person:  
 IN

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**Item 1.**

- (a) Name of Issuer:  
McGrath RentCorp
- (b) Address of Issuer's Principal Executive Offices:  
5700 Las Positas Road  
Livermore, CA 94550

**Item 2.**

- (a) Name of Person Filing:  
Robert P. McGrath
- (b) Address of Principal Business Office or, if none, Residence:  
5700 Las Positas Road  
Livermore, CA 94550
- (c) Citizenship:  
United States of America
- (d) Title of Class of Securities:  
Common Stock
- (e) CUSIP Number:  
580589-10-9

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- Not Applicable.
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

- (a) Amount beneficially owned:  
2,175,413
- (b) Percent of class:  
17.4%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
56,367
  - (ii) Shared power to vote or to direct the vote:  
2,087,756
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:  
2,087,756

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2003

By: /s/ Robert P. McGrath

Name: Robert P. McGrath

Title: Chief Executive Officer