

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Whitney David M</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>VP, Controller, PAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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							2,694	I	By KSOP	
Common Stock							11,809	I	Spouses KSOP	
Common Stock	05/08/2013		M		2,500	A	\$22.175	8,390	D	
Spouses Common Stock	05/08/2013		M		2,500	A	\$22.175	13,490	I	Spouses Holding
Common Stock	05/08/2013		S		2,500 <sup>(1)</sup>	D	\$30.668	5,890	D	
Spouses Common Stock	05/08/2013		S		2,500 <sup>(2)</sup>	D	\$30.6704	10,990	I	Spouses Holding
Common Stock	05/09/2013		M		2,500	A	\$22.175	8,390	D	
Spouses Common Stock	05/09/2013		M		2,500	A	\$22.175	13,490	I	Spouses Holding
Common Stock	05/09/2013		S		2,500 <sup>(3)</sup>	D	\$30.8014	5,890	D	
Spouses Common Stock	05/09/2013		S		2,500 <sup>(4)</sup>	D	\$30.8012	10,990	I	Spouses Holding
Common Stock	05/10/2013		M		3,000	A	\$22.175	8,890	D	
Spouses Common Stock	05/10/2013		M		3,000	A	\$22.175	13,990	I	Spouses Holding
Common Stock	05/10/2013		S		3,000 <sup>(5)</sup>	D	\$30.9234	5,890	D	
Spouses Common Stock	05/10/2013		S		3,000 <sup>(6)</sup>	D	\$30.9285	10,990	I	Spouses 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
Officer Right to Buy	\$22.175	05/08/2013		M			2,500	01/14/2006	01/14/2015	Common Stock	2,500	\$0	5,500	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
Stock Option	\$22.175	05/08/2013		M			2,500	01/14/2006	01/14/2015	Spouses Common Stock	2,500	\$0	13,500	I	Spouses Holding
Officer Right to Buy	\$22.175	05/09/2013		M			2,500	01/14/2006	01/14/2015	Common Stock	2,500	\$0	3,000	D	
Stock Option	\$22.175	05/09/2013		M			2,500	01/14/2006	01/14/2015	Spouses Common Stock	2,500	\$0	11,000	I	Spouses Holding
Officer Right to Buy	\$22.175	05/10/2013		M			3,000	01/14/2006	01/14/2015	Common Stock	3,000	\$0	0	D	
Stock Option	\$22.175	05/10/2013		M			3,000	01/14/2006	01/14/2015	Spouses Common Stock	3,000	\$0	8,000	I	Spouses Holding

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.90, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.81, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.7259 to \$30.90, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.65 to \$30.95, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.73 to \$31.01, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.73 to \$31.00, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

Randle Rose, POA for David Whitney      05/10/2013

\*\* 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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