SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* MCGRATH JOAN M	2. Issuer Name **and** Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
5700 LAS POSITAS ROAD		

3. Date of Earliest Transaction (Month/Day/Year) 09/09/2005

X Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)		
LIVERMORE	CA	94551

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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	09/09/2005		S		240,000	D	$26.15	2,267,783	D[(1)]	

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				

Explanation of Responses:

1. Held in Trust with Robert McGrath

/s/ Randle F. Rose for Joan M. McGrath   09/13/2005
** Signature of Reporting Person   Date

SPECIFIC POWER OF ATTORNEY

For the Purpose of Filing Forms 3, 4 and 5 with the Securities and Exchange Commission

I, Joan M. McGrath, Director of McGRATH RENTCORP, a California Corporation, do hereby constitute and appoint Randle F. Rose and David M. Whitney, and each o

To sign and file with the Securities and Exchange Commission any and all Form 3, Form 4 or Form 5 filings regarding my initial holdings, the purchase

This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, right

The rights, powers, and authority of said attorneys in fact to exercise the specific rights and powers herein granted shall commence and be in full

DATED: August 5, 2003.

BY:_/s/ Joan M. McGrath