

**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* <b>PRATT KEITH E</b>			2. Issuer Name and Ticker or Trading Symbol <b>MCGRATH RENTCORP [ MGRC ]</b>			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) <b>Executive VP and CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2019</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>5700 LAS POSITAS ROAD</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>LIVERMORE CA 94551</b>								
(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	02/28/2019		M		960	A	\$32.64	26,342	D	
Common Stock	02/28/2019		M		1,300	A	\$31.99	27,642	D	
Common Stock	02/28/2019		M		3,920	A	\$24.6	31,562	D	
Common Stock	02/28/2019		M		6,200	A	\$34.57	37,762	D	
Common Stock	02/28/2019		F		2,965	D	\$60.29	34,797	D	
Common Stock	02/28/2019		D		6,366	D	\$60.29	28,431	D	
Common Stock	03/01/2019		M		880 <sup>(3)</sup>	A	\$0	29,311	D	
Common Stock	03/01/2019		F		368	D	\$59.65	28,943	D	
Common Stock	03/04/2019		S		3,049 <sup>(4)</sup>	D	\$60.0349	25,894	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
Restricted Stock Units	\$0	02/28/2019		A		3,680		02/28/2020 <sup>(1)</sup>	02/28/2026	Common Stock	3,680	\$0	3,680	D	
Restricted Stock Units	\$0	02/28/2019		A		3,680		(2)	02/28/2026	Common Stock	3,680	\$0	3,680	D	
Stock Appreciation Right	\$32.64	02/28/2019		M			960	03/03/2015	03/03/2021	Common Stock	960	\$0	960	D	
Stock Appreciation Right	\$31.99	02/28/2019		M			1,300	03/02/2016	03/02/2022	Common Stock	1,300	\$0	6,500	D	
Stock Appreciation Right	\$24.6	02/28/2019		M			3,920	03/01/2017	03/01/2023	Common Stock	3,920	\$0	35,280	D	
Stock Appreciation Right	\$34.57	02/28/2019		M			6,200	03/02/2018	03/02/2024	Common Stock	6,200	\$0	20,800	D	
Restricted Stock Units	\$0	03/01/2019		M			880	03/01/2019	03/01/2025	Common Stock	880	\$0	3,520	D	

**Explanation of Responses:**

- The restricted stock unit shall vest as follows: 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date.
- Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.
- The restricted stock unit vests 20% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. The Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.13, 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.

[Kay Dashner, POA for Keith  
Pratt](#)

[03/04/2019](#)

\*\* 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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