

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	
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1. Name and Address of Reporting Person* <u>ROSE RANDLE F</u> (Last) (First) (Middle) 5700 LAS POSITAS ROAD (Street) LIVERMORE CA 94551 (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 Officer (give title below) Other (specify below) SVP and CAO
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	12/01/2016		M		8,300	A	\$27.99	16,258	D	
Common Stock	12/01/2016		M		6,930	A	\$31.35	23,188	D	
Common Stock	12/01/2016		M		4,650	A	\$32.64	27,838	D	
Common Stock	12/01/2016		M		3,780	A	\$31.99	31,618	D	
Common Stock	12/01/2016		M		6,675	A	\$28.9	38,293	D	
Common Stock	12/01/2016		F		2,086	D	\$36.92	36,207	D	
Common Stock	12/01/2016		D		24,788	D	\$36.92	11,419	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 Appreciation Right	\$27.99	12/01/2016		M			8,300	02/25/2012	02/25/2018	Common Stock	8,300	\$0	0	D	
Stock Appreciation Right	\$31.35	12/01/2016		M			6,930	03/02/2013	03/02/2019	Common Stock	6,930	\$0	770	D	
Stock Appreciation Right	\$32.64	12/01/2016		M			4,650	03/03/2015	03/03/2021	Common Stock	4,650	\$0	4,650	D	
Stock Appreciation Right	\$31.99	12/01/2016		M			3,780	03/02/2016	03/02/2022	Common Stock	3,780	\$0	8,820	D	
Stock Appreciation Right	\$28.9	12/01/2016		M			6,675	02/25/2014	02/25/2020	Common Stock	6,675	\$0	2,225	D	

Explanation of Responses:

Randle Rose

12/05/2016

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.