

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>Whitney David M</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller, PAO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	10/30/2015		P4	64 <sup>(2)</sup>	A	\$27.36	6,941	D	
Common Stock <sup>(1)</sup>	10/30/2015		P4	123 <sup>(2)</sup>	A	\$27.36	14,858	I	Spouse's Holding
Common Stock	01/29/2016		P4	77 <sup>(2)</sup>	A	\$22.98	7,018	D	
Common Stock	01/29/2016		P4	147 <sup>(2)</sup>	A	\$22.98	15,005	I	Spouse's Holding
Common Stock	04/29/2016		P4	85 <sup>(2)(3)</sup>	A	\$24.68	7,103	D	
Common Stock	04/29/2016		P4	163 <sup>(4)(2)</sup>	A	\$24.68	15,168	I	Spouse's Holding
Common Stock	07/29/2016		P4	67 <sup>(2)(5)</sup>	A	\$31.86	7,170	D	
Common Stock	07/29/2016		P4	128 <sup>(2)(6)</sup>	A	\$31.86	15,296	I	Spouse's Holding
Common Stock	10/31/2016		P4	72 <sup>(2)(7)</sup>	A	\$29.98	7,242	D	
Common Stock	10/31/2016		P4	137 <sup>(8)(2)</sup>	A	\$29.98	15,433	I	Spouse's 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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The total ownership figure has also been adjusted in column 5 to reflect the allocation of shares that are beneficially owned by the reporting person and the reporting person's spouse.
- Represents the purchase of McGrath RentCorp common stock paid for with the proceeds of cash dividends received by the reporting person from his/her holdings of McGrath RentCorp common stock.
- The reporting person's purchase of McGrath RentCorp common stock reported on 04/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 85 shares, with the reporting person's sale of 1,217 shares of McGrath RentCorp common stock at a price of \$31.74 per share on 08/17/2016. The reporting person has paid to McGrath RentCorp \$604.35, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
- The reporting person's purchase of McGrath RentCorp common stock reported on 04/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 163 shares, with the reporting person's sale of 1,049 shares of McGrath RentCorp common stock at a price of \$31.74 per share on 08/17/2016. The reporting person has paid to McGrath RentCorp \$1,162.06, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
- The reporting person's purchase of McGrath RentCorp common stock reported on 07/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 67 shares, with the reporting person's sale of 1,133 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$777.87, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
- The reporting person's purchase of McGrath RentCorp common stock reported on 07/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 128 shares, with the reporting person's sale of 2,444 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$1,479.00, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
- The reporting person's purchase of McGrath RentCorp common stock reported on 10/31/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 72 shares, with the

reporting person's sale of 1,133 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$827.86, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

8. The reporting person's purchase of McGrath RentCorp common stock reported on 10/31/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 137 shares, with the reporting person's sale of 2,444 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$1,598.74, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

**Remarks:**

Randle Rose, POA for David      02/14/2017  
Whitney

\*\* 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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