

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* <u>PRATT KEITH E</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>Executive VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2018</u>	
		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 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	03/01/2018		M		1,830	A	\$28.9	27,212	D		
Common Stock	03/01/2018		M		3,000	A	\$31.99	30,212	D		
Common Stock	03/01/2018		M		3,920	A	\$24.6	34,132	D		
Common Stock	03/01/2018		F		1,938	D	\$50.62	32,194	D		
Common Stock	03/01/2018		D		4,847	D	\$50.62	27,347	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	03/01/2018		A		4,400		03/01/2019 ⁽¹⁾	03/01/2025	Common Stock	4,400	\$0	4,400	D	
Restricted Stock Units ⁽²⁾	\$0	03/01/2018		A		4,400			03/01/2025	Common Stock	4,400	\$0	4,400	D	
Stock Appreciation Right	\$28.9	03/01/2018		M			1,830	02/25/2014	02/25/2020	Common Stock	1,830	\$0	0	D	
Stock Appreciation Right	\$31.99	03/01/2018		M			3,000	03/02/2016	03/02/2022	Common Stock	3,000	\$0	15,000	D	
Stock Appreciation Right	\$24.6	03/01/2018		M			3,920	03/01/2017	03/01/2023	Common Stock	3,920	\$0	50,960	D	
Restricted Stock Units	\$0	03/02/2018		J ⁽⁴⁾			5,500		03/02/2015	Common Stock	5,500	\$0	0	D	

Explanation of Responses:

- 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 RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- 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.
- Forfeiture of performance based RSUs awarded on 3/2/2015.

Kay Dashner, POA for Keith Pratt 03/05/2018

** 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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