

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>Whitney David M</u> | | | 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> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2019</u> | | | 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 | | |
| <u>5700 LAS POSITAS ROAD</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>LIVERMORE CA 94551</u> | | | | | | | | |
| (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 | 08/01/2019 | | S | | 3,061 ⁽¹⁾ | D | \$68.8712 | 5,885 | D | |
| Common Stock | 08/01/2019 | | S | | 3,655 ⁽²⁾ | D | \$68.6868 | 10,996 | I | Spouse's Holding |
| Common Stock | 08/02/2019 | | M | | 1,005 | A | \$24.6 | 6,890 | D | |
| Common Stock | 08/02/2019 | | M | | 335 | A | \$31.99 | 7,225 | D | |
| Common Stock | 08/02/2019 | | M | | 835 | A | \$34.57 | 11,831 | I | Spouse's Holding |
| Common Stock | 08/02/2019 | | M | | 1,905 | A | \$24.6 | 13,736 | I | Spouse's Holding |
| Common Stock | 08/02/2019 | | M | | 630 | A | \$31.99 | 14,366 | I | Spouse's Holding |
| Common Stock | 08/02/2019 | | M | | 400 | A | \$34.57 | 7,625 | D | |
| Common Stock | 08/02/2019 | | F | | 516 | D | \$68.62 | 7,109 | D | |
| Common Stock | 08/02/2019 | | D | | 720 | D | \$68.62 | 6,389 | D | |
| Common Stock | 08/02/2019 | | F | | 995 | D | \$68.62 | 13,371 | I | Spouse's Holding |
| Common Stock | 08/02/2019 | | D | | 1,398 | D | \$68.62 | 11,973 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Appreciation Right | \$24.6 | 08/02/2019 | | M | | | 1,005 | 03/01/2017 | 03/01/2023 | Common Stock | 1,005 | \$0 | 7,035 | D | |
| Stock Appreciation Right | \$31.99 | 08/02/2019 | | M | | | 335 | 03/02/2016 | 03/02/2022 | Common Stock | 335 | \$0 | 1,005 | D | |
| Stock Appreciation Right | \$34.57 | 08/02/2019 | | M | | | 835 | 03/02/2018 | 03/02/2024 | Common Stock | 835 | \$0 | 9,185 | I | Spouse's Holding |
| Stock Appreciation Right | \$24.6 | 08/02/2019 | | M | | | 1,905 | 03/01/2017 | 03/01/2023 | Common Stock | 1,905 | \$0 | 13,335 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Appreciation Right | \$31.99 | 08/02/2019 | | M | | | 630 | 03/02/2016 | 03/02/2022 | Common Stock | 630 | \$0 | 1,890 | I | Spouse's Holding |
| Stock Appreciation Right | \$34.57 | 08/02/2019 | | M | | | 400 | 03/02/2018 | 03/02/2024 | Common Stock | 400 | \$0 | 4,400 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.63 to \$69.47, 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 (1) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.525 to \$68.895, 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 (2) to this Form 4.

Kay Dashner, POA for David Whitney 08/05/2019

** 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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