

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Skenesky John P</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 and Division Manager</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2020</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	03/02/2020		M		3,240	A	\$0 ⁽¹⁾	8,064	D	
Common Stock	03/02/2020		M		340	A	\$0	8,404	D	
Common Stock	03/02/2020		F		872	D	\$70.68	7,532	D	
Common Stock	03/03/2020		M		630	A	\$31.99	8,162	D	
Common Stock	03/03/2020		M		750	A	\$34.57	8,912	D	
Common Stock	03/03/2020		M		1,905	A	\$24.6	10,817	D	
Common Stock	03/03/2020		F		481	D	\$70.68	10,336	D	
Common Stock	03/03/2020		D		1,317	D	\$70.68	9,019	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						Amount or Number of Shares
Restricted Stock Units	\$0	03/02/2020		M		3,240		(2)	03/02/2024	Common Stock	3,240	\$0	2,160	D	
Restricted Stock Units	\$0	03/02/2020		M		340		(3)	03/01/2025	Common Stock	340	\$0	1,020	D	
Stock Appreciation Right	\$31.99	03/03/2020		M		630			03/02/2016 03/02/2022	Common Stock	630	\$0	0	D	
Stock Appreciation Right	\$24.6	03/03/2020		M		1,905			03/01/2017 03/01/2023	Common Stock	1,905	\$0	7,620	D	
Stock Appreciation Right	\$34.57	03/03/2020		M		750			03/02/2018 03/02/2024	Common Stock	750	\$0	6,000	D	

Explanation of Responses:

- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.
- The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2020 and therefore such date is determined to be the date exercisable.
- The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2020 and therefore such date is determined to be the date exercisable.

Kay Dashner, POA for John P. Skenesky 03/04/2020

** 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.

