

**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* <b>DAWSON WILLIAM J</b>  (Last) (First) (Middle) <b>5700 LAS POSITAS ROAD</b>  (Street) <b>LIVERMORE CA 94551</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MCGRATH RENTCORP [ MGRC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2007</b>	
		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	02/28/2007		M		10,000	A	\$10.8438	14,000	D	
Common Stock	02/28/2007		M		8,000	A	\$9.125	22,000	D	
Common Stock	02/28/2007		S		100	D	\$29.99	21,900	D	
Common Stock	02/28/2007		S		124	D	\$29.97	21,776	D	
Common Stock	02/28/2007		S		276	D	\$29.95	21,500	D	
Common Stock	02/28/2007		S		500	D	\$29.92	21,000	D	
Common Stock	02/28/2007		S		200	D	\$29.91	20,800	D	
Common Stock	02/28/2007		S		100	D	\$29.9	20,700	D	
Common Stock	02/28/2007		S		300	D	\$29.89	20,400	D	
Common Stock	02/28/2007		S		200	D	\$29.88	20,200	D	
Common Stock	02/28/2007		S		300	D	\$29.87	19,900	D	
Common Stock	02/28/2007		S		100	D	\$29.86	19,800	D	
Common Stock	02/28/2007		S		100	D	\$29.85	19,700	D	
Common Stock	02/28/2007		S		400	D	\$29.84	19,300	D	
Common Stock	02/28/2007		S		420	D	\$29.83	18,880	D	
Common Stock	02/28/2007		S		900	D	\$29.82	17,980	D	
Common Stock	02/28/2007		S		2,684	D	\$29.81	15,296	D	
Common Stock	02/28/2007		S		336	D	\$29.8	14,960	D	
Common Stock	02/28/2007		S		960	D	\$29.79	14,000	D	
Common Stock	02/28/2007		S		700	D	\$29.78	13,300	D	
Common Stock	02/28/2007		S		1,917	D	\$29.77	11,383	D	
Common Stock	02/28/2007		S		2,083	D	\$29.76	9,300	D	
Common Stock	02/28/2007		S		4,900	D	\$29.75	4,400	D	
Common Stock	02/28/2007		S		100	D	\$29.73	4,300	D	
Common Stock	02/28/2007		S		100	D	\$29.68	4,200	D	
Common Stock	02/28/2007		S		200	D	\$29.65	4,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date		7. Title and Underlying Shares of 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)	
				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Transaction Code (Instr. 8)	Exercisable Date (Month/Day/Year)	Expiration Date (Month/Day/Year)						Amount or Number of Shares
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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	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)
Stock Option	\$10.844	02/28/2007		M	10,000	08/17/1999	08/16/2008	Common Stock	10,000	\$0	0	D	
Stock Option	\$9.125	02/28/2007		M	8,000	12/22/2000	12/21/2009	Common Stock	8,000	\$0	0	D	

Explanation of Responses:

Randle Rose, POA for William Dawson 03/01/2007

\*\* 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.