

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): June 1, 2005

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**MCGRATH RENTCORP**

(Exact name of Registrant as Specified in its Charter)

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**California**  
(State or Other Jurisdiction  
of Incorporation)

**0-13292**  
(Commission File Number)

**94-2579843**  
(IRS Employer  
Identification No.)

**5700 Las Positas Road, Livermore, CA 94551-7800**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (925) 606-9200**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors of Principal Officers; Election of Directors; Appointment of Principal Officers.**

McGrath RentCorp announced on June 1, 2005 that Thomas J. Sauer will be retiring from the Company as Vice President and Chief Financial Officer, effective January 31, 2006. Mr. Sauer will work with the Company on the selection of and transfer of responsibilities to a new chief financial officer.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release issued by the Registrant, dated June 1, 2005.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**McGrath RentCorp**

Date: June 2, 2005

By: /s/ Randle F. Rose

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Randle F. Rose  
Vice President of Administration and Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Registrant, dated June 1, 2005.

**PRESS RELEASE**

5700 Las Positas Road  
Livermore  
California 94551  
925 606 9200

FOR INFORMATION CONTACT:

Dennis Kakures  
Chief Executive Officer  
925 606 9200

FOR RELEASE June 1, 2005

**McGrath RentCorp Announces CFO Retirement**

**Livermore, CA** – June 1, 2005 – McGrath RentCorp (Nasdaq:MGRC), a leading rental provider of modular buildings for classroom and office space, and test equipment for general-purpose and communications needs, announced today that Thomas J. Sauer will be retiring as Vice President and Chief Financial Officer, effective January 31, 2006.

“Tom’s desire to spend more time with his family and on other activities are of great importance to him,” stated Dennis Kakures, President and CEO. “I have worked closely with Tom over the past 20 years and will miss working with him greatly. However, I know just how meaningful this decision is to Tom and his family. Tom has done a remarkable job as CFO and we thank him for his many contributions to our success. Tom will work closely with me in both the selection and transfer of responsibilities to a new CFO. Our goal is to have the new CFO in place well before the end of the year to effect a smooth transition.”

**About McGrath RentCorp:**

Founded in 1979, the Company, under the trade name Mobile Modular Management Corporation, rents and sells modular buildings to fulfill customers’ temporary and permanent space needs in California, Texas and Florida. Mobile Modular believes it is the largest provider of relocatable classrooms for rental to school districts for grades K-12 in California. The Company’s TRS-RenTelco division rents and sells electronic test equipment and is one of the leading providers of general-purpose and communications test equipment in North America.

For more information on McGrath RentCorp, visit [www.mgrc.com](http://www.mgrc.com)