

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>03/01/2021</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 LOS 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	03/01/2021		M		200	A	\$0	2,295	D	
Common Stock	03/01/2021		M		2,000 ⁽⁷⁾	A	\$0	4,295	D	
Common Stock	03/01/2021		M		519	A	\$0	3,305	I	Spouse's Holding
Common Stock	03/01/2021		M		417	A	\$0	4,712	D	
Common Stock	03/01/2021		M		356	A	\$0	5,068	D	
Common Stock	03/01/2021		M		380	A	\$0	3,685	I	Spouse's Holding
Common Stock	03/01/2021		M		557	A	\$0	4,242	I	Spouse's Holding
Common Stock	03/01/2021		F		749	D	\$78.58	3,493	I	Spouse's Holding
Common Stock	03/01/2021		F		1,518	D	\$78.58	3,550	D	
Common Stock	03/02/2021		M		1,200	A	\$0	4,693	I	Spouse's Holding
Common Stock	03/02/2021		M		560	A	\$0	4,110	D	
Common Stock	03/02/2021		F		290	D	\$76.9	3,820	D	
Common Stock	03/02/2021		F		620	D	\$76.9	4,073	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
Restricted Stock Units	\$0	03/01/2021		M			200	(1)	03/01/2025	Common Stock	200	\$0	400	D	
Restricted Stock Units	\$0	03/01/2021		M			2,000	(2)	03/01/2025	Common Stock	2,000	\$0	0	D	
Restricted Stock Units	\$0	03/01/2021		J ⁽³⁾			1,900	(4)	03/01/2025	Common Stock	1,900	\$0	0	I	Spouse's Holding
Restricted Stock Units	\$0	03/01/2021		M			380	(1)	03/01/2025	Common Stock	380	\$0	760	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				
Restricted Stock Units	\$0	03/01/2021		M			557	(5)	02/28/2026	Common Stock	557	\$0	557	I	Spouse's Holding
Restricted Stock Units	\$0	03/01/2021		M		417		(5)	02/28/2026	Common Stock	417	\$0	417	D	
Restricted Stock Units	\$0	03/01/2021		M			356	(5)	02/27/2027	Common Stock	356	\$0	714	D	
Restricted Stock Units	\$0	03/01/2021		M			519	(5)	02/27/2027	Common Stock	519	\$0	1,041	I	Spouse's Holding
Restricted Stock Units	\$0	03/02/2017		M			560	(6)	03/02/2024	Common Stock	560	\$0	560	D	
Restricted Stock Units	\$0	03/02/2017		M			1,200	(6)	03/02/2024	Common Stock	1,200	\$0	1,200	I	Spouse's Holding

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 Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.
- 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 3/1/2018.
- The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- The restricted stock unit shall vest as follows: 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock 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 conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 1, 2021 and therefore such date is determined to be the date exercisable.
- 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. 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 Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.
- Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.

Keith Pratt, POA for David
Whitney

03/04/2021

** 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.