

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

**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* <b>PRATT KEITH E</b> <hr/> (Last) (First) (Middle) <b>C/O MCGRATH RENTCORP</b> <b>5700 LAS POSITAS ROAD</b> <hr/> (Street) <b>LIVERMORE CA 94551</b> <hr/> (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) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Executive VP and CFO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2023</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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	02/27/2023		A		3,120 <sup>(3)</sup>	A	\$0	46,450	D	
Common Stock	02/27/2023		M		1,067	A	\$0	47,517	D	
Common Stock	02/27/2023		M		1,017	A	\$0	48,534	D	
Common Stock	02/27/2023		M		1,076	A	\$0	49,610	D	
Common Stock	02/27/2023		F		3,115	D	\$101.99	46,495	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					
Restricted Stock Unit	\$0	02/27/2023		M			1,067	02/27/2021 <sup>(1)</sup>	02/27/2027	Common Stock	\$0	0	D	
Restricted Stock Unit	\$0	02/27/2023		M			1,017	(1)(2)	02/25/2028	Common Stock	\$0	1,017	D	
Restricted Stock Unit	\$0	02/27/2023		M			1,076	(1)(2)	02/25/2029	Common Stock	\$0	2,154	D	

**Explanation of Responses:**

- The restricted stock unit shall vest 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 February 27, 2023 and therefore such date is determined to be the date exercisable.
- Upon achievement of certain performance goals, each vested PSU converted into 97.5% of one share of McGrath RentCorp common stock.

David Whitney, POA for Keith Pratt 03/01/2023

\*\* 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.