

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

McGrath RentCorp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

580589 – 10 – 9

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

Joan M. McGrath

(2) Check the Appropriate Box if a Member of a Group*

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

U S A

(5) Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

(6) Shared Voting Power

2,249,983

(7) Sole Dispositive Power

0

(8) Shared Dispositive Power

2,249,983

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,249,983

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares *

(11) Percent of Class Represented by Amount in Row (9)

9.1%

(12) Type of Reporting Person*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1 (A). NAME OF ISSUER
McGrath RentCorp

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
5700 Las Positas Road, Livermore, CA 94551

ITEM 2 (A). NAME OF PERSON FILING
Joan M. McGrath

ITEM 2 (B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
5700 Las Positas Road, Livermore, CA 94551

ITEM 2 (C). CITIZENSHIP
United States of America

ITEM 2 (D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2 (E). CUSIP NUMBER
580589-10-9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
N/A

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

2,249,983

(b) Percent of Class:

9.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

0

(ii) shared power to vote or to direct t the vote

2,249,983

(iii) sole power to dispose or to direct the disposition of

0

(iv) shared power to dispose or to direct the disposition of

2,249,983

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2006

(Date)

/s/ Joan M. McGrath

(Signature)

Joan M. McGrath, Director

(Name/Title)