

**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
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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>11/30/2006</u>			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		
<u>5700 LAS 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								9,890	D	
ESOP								1,128	I	ESOP
ESOP								9,928	I	Spouses ESOP Holding
Spouses Common Stock	11/30/2006		M		5,000	A	\$11.735	11,040	I	Spouses Holding
Spouses Common Stock	11/30/2006		S		5,000	D	\$31.5	6,040	I	Spouses 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					
Stock Option	\$22.175							01/14/2006 <sup>(1)</sup>	01/14/2015	Spouses Common Stock		16,000	I	Spouses Holding
Stock option	\$29.56							01/20/2007 <sup>(2)</sup>	01/20/2016	Spouses Common Stock		13,000	I	Spouses Holding
Stock Option	\$9.125							11/18/2000 <sup>(3)</sup>	11/18/2009	Spouses Common Stock		4,950	I	Spouses Holding
Stock Option	\$15.285							03/08/2005 <sup>(4)</sup>	03/08/2014	Spouses Common Stock		20,000	I	Spouses Holding
Stock Option	\$9.6875							09/25/2001 <sup>(5)</sup>	09/25/2010	Spouses Common Stock		17,500	I	Spouses Holding
Stock Option	\$11.735	11/30/2006		M		5,000		03/20/2004 <sup>(6)</sup>	03/20/2013	Spouses Common Stock	\$0	6,000	I	Spouses Holding

**Explanation of Responses:**

- 1. 20% vests after one year; 5% vests each quarter thereafter.
- 2. 20% vests after one year; 5% vests each quarter thereafter.
- 3. 20% vests after one year; 5% vests each quarter thereafter.
- 4. 20% vests after one year; 5% vests each quarter thereafter.
- 5. 20% vests after one year; 5% vests each quarter thereafter.
- 6. 20% vests after one year; 5% vests each quarter thereafter.

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.**