

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

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

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 _____ Officer (give title below) _____ Other (specify below) _____ VP, Controller, PAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2024</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		
C/O MCGRATH RENTCORP 5700 LAS POSITAS ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	LIVERMORE CA 94551		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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	02/26/2024		M		2,240 ⁽¹⁾	A	\$0	6,060	D	
Common Stock	02/26/2024		M		374	A	\$0	6,434	D	
Common Stock	02/26/2024		M		390	A	\$0	6,824	D	
Common Stock	02/26/2024		M		353	A	\$0	7,177	D	
Common Stock	02/26/2024		F		1,796	D	\$124.65	5,381	D	
Common Stock	02/26/2024		M		514	A	\$0	4,587	I	Spouse's Holding
Common Stock	02/26/2024		M		523	A	\$0	5,110	I	Spouse's Holding
Common Stock	02/26/2024		M		1,540	A	\$0	6,650	I	Spouse's Holding
Common Stock	02/26/2024		M		509	A	\$0	7,159	I	Spouse's Holding
Common Stock	02/26/2024		F		1,652	D	\$124.65	5,507	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 Unit	\$0	02/26/2024		M		1,120		(1)(2)	02/25/2028	Common Stock	1,120	\$0	0	D	
Restricted Stock Unit	\$0	02/26/2024		M		374		(2)(3)	02/25/2028	Common Stock	374	\$0	0	D	
Restricted Stock Unit	\$0	02/26/2024		M		390		(2)(3)	02/25/2029	Common Stock	390	\$0	391	D	
Restricted Stock Unit	\$0	02/26/2024		M		353		(2)(3)	02/24/2030	Common Stock	353	\$0	707	D	
Restricted Stock Unit	\$0	02/26/2024		M		514		(2)(3)	02/25/2028	Common Stock	514	\$0	0	I	Spouse's Holding
Restricted Stock Unit	\$0	02/26/2024		M		523		(2)(3)	02/25/2029	Common Stock	523	\$0	524	I	Spouse's Holding
Restricted Stock Unit	\$0	02/26/2024		M		1,540		(2)(4)	02/24/2030	Common Stock	1,540	\$0	0	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 Unit	\$0	02/26/2024		M			509	(2)(3)	02/24/2030	Common Stock	509	\$0	1,021	I	Spouse's Holding

Explanation of Responses:

- Subject to vesting and upon achievement of certain performance goals, each Vested RSU was converted into 200% of one share of McGrath RentCorp common stock.
- The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on February 26, 2024 and therefore such date is determined to be the date exercisable.
- 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 equity to the fair market value of the common stock underlying the unit on the vesting date.
- The restricted stock units shall vest 100% on the first annual anniversary of the grant.

Keith Pratt, POA for David Whitney 02/28/2024

** 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.