

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL

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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*<br><u>Porter Stuart Templeton</u><br><br>(Last) (First) (Middle)<br><u>C/O MCGRATH RENTCORP</u><br><u>5700 LAS POSITAS ROAD</u><br><br>(Street)<br><u>LIVERMORE CA 94551</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>01/31/2022</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>MCGRATH RENTCORP [ MGRC ]</u>  |   |
|   |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP &amp; Division Manager</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

## Table I - Non-Derivative Securities Beneficially Owned

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Stock Appreciation Right                   | 03/02/2018 <sup>(1)</sup>                                | 03/02/2024      | Common Stock  | 1,760                      | 34.57  | D  |   |
| Performance Stock Unit                     | 03/02/2020 <sup>(2)</sup>                                | 03/02/2024      | Common Stock  | 640                        | 0  | D  |   |
| Restricted Stock Unit                      | 03/01/2019 <sup>(3)</sup>                                | 03/01/2025      | Common Stock  | 400                        | 0  | D  |   |
| Restricted Stock Unit                      | 02/28/2020 <sup>(4)</sup>                                | 02/28/2026      | Common Stock  | 281                        | 0  | D  |   |
| Performance Stock Unit                     | (5)  | 02/28/2026      | Common Stock  | 840                        | 0  | D  |   |
| Restricted Stock Unit                      | 02/27/2021 <sup>(4)</sup>                                | 02/27/2027      | Common Stock  | 474                        | 0  | D  |   |
| Performance Stock Unit                     | (5)  | 02/27/2027      | Common Stock  | 710                        | 0  | D  |   |
| Restricted Stock Unit                      | 02/25/2022 <sup>(4)</sup>                                | 02/25/2028      | Common Stock  | 640                        | 0  | D  |   |
| Performance Stock Unit                     | (5)  | 02/25/2028      | Common Stock  | 640                        | 0  | D  |   |

## Explanation of Responses:

- 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- 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.
- 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 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.
- 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.

Tara Wescott, POA for  
Stuart Porter

02/09/2022

\*\* 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 5 (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.**

POWER OF ATTORNEY

Known all by these present, that the undersigned hereby constitutes and appoints Tara Wescott or Melodie Craft the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of MCGRATH RENTCORP (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of \_\_February 8, 2021.

Signature            \_\_\_/s/ Stuart Porter\_\_\_\_\_

Print Name           Stuart Porter

\_\_\_/s/ \_Amy Bunker Porter\_\_\_\_\_

Witness: Amy Bunker Porter