FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CH
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Se
	on Continue Of

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ection 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				()		1 >						
1. Name and Address of Reporting Person [*] <u>PRATT KEITH E</u>				uer Name and Tick GRATH REN	0			tionship of Reporting all applicable) Director	suer Dwner			
(Last) 5700 LAS POS	(First) ITAS ROAD	(Middle)		e of Earliest Transi 2/2017	action (Month/I	ay/Year)	X	Officer (give title below) Executive	Other below VP and CFO	(specify)		
(Street) LIVERMORE (City)	CA (State)	94551 (Zip)	4. If A	mendment, Date o	f Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Perso	on		
1 Title of Security	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1 Title of Security (Instr. 2) 2 Transaction 24 Deemed 3 4 Securities Acquired (A) or 5 Amount of 6 Ownershin 7 Nature of											

1. Title of Security (Instr. 3)	 if any	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150. 4)

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

	(e.g., puts, cans, warrains, 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. Transa Code (8)		Derivative		6. Date Exerci Expiration Dat (Month/Day/Ye	e	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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units ⁽¹⁾	\$0	03/02/2017		Α		5,800		(2)	03/02/2024	Common Stock	5,800	\$0	5,800	D	
Stock Appreciation Right	\$34.57	03/02/2017		A		32,000		03/02/2018 ⁽³⁾	03/02/2024	Common Stock	32,000	\$0	32,000	D	
Restricted Stock Units	\$0	03/03/2017		J ⁽⁴⁾			5,400	(1)	03/03/2021	Common Stock	5,400	\$ 0	0	D	

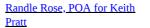
Explanation of Responses:

1. The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

2. Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 10% and no more than 200% of one share of McGrath RentCorp common stock. 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.

3. 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.

4. Forfeiture of performance based RSUs awarded on 3/3/2014.



03/06/2017

** 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.