

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): June 1, 2005

MCGRATH RENTCORP

(Exact name of Registrant as Specified in its Charter)

California
(State or Other Jurisdiction
of Incorporation)

0-13292
(Commission File
Number)

94-2579843
(IRS Employer
Identification No.)

5700 Las Positas Road, Livermore, CA 94551-7800
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (925) 606-9200

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

McGrath RentCorp (the "Company") announced on January 18, 2006 that Mr. Thomas J. Sauer would remain as the Company's Vice President and Chief Financial Officer until mid-March 2006. This amends the previously filed 8-K which stated that Mr. Sauer would retire as Chief Financial Officer of the Company effective January 31, 2006. On January 18, 2006, the Company also announced it would anticipate once Mr. Sauer resigns as Chief Financial Officer, it would name Keith Pratt to succeed Mr. Sauer as Chief Financial Officer. In connection with Mr. Sauer's retirement, the Company and Mr. Sauer entered into a CFO Transition Agreement whereby he would remain an employee through the end of 2006. The terms of the CFO Transition Agreement are described in a separate 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by the Registrant, dated January 18, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

McGrath RentCorp

Date: January 24, 2006

By: /s/ Randle F. Rose

Randle F. Rose

Vice President of Administration and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release issued by the Registrant, dated January 18, 2006. |

PRESS RELEASE

5700 Las Positas Road
 Livermore
 California 94551
 925 606 9200



FOR INFORMATION CONTACT:

Dennis Kakures
 Chief Executive Officer
 925 606 9200

FOR RELEASE January 18, 2006

MCGRATH RENTCORP HIRES KEITH PRATT AS SUCCESSOR TO CFO

LIVERMORE, CA – January 18, 2006 – McGrath RentCorp (NASDAQ:MGRC), a leading rental provider of modular buildings for classroom and office space, and test equipment for general purpose and communications needs, announced today the hiring of Keith Pratt to succeed Tom Sauer as Chief Financial Officer.

Mr. Pratt joins McGrath RentCorp most recently from Advanced Fibre Communications (AFC), a public telecommunications equipment company in Petaluma, California, where he served as Senior Vice President and Chief Financial Officer. Mr. Pratt served as CFO from 1999 until AFC was acquired by Tellabs, at the end of 2004. He also served as Director of Corporate Development at AFC prior to becoming CFO. Prior to Mr. Pratt joining AFC, he served as Director, Strategy & Business Development Group at Pacific Telesis. Mr. Pratt has an undergraduate degree from Cambridge University in Production Engineering and an MBA from Stanford University.

“We are very excited to have Keith join our team at McGrath RentCorp. He has a strong background in both corporate development and serving as a public company CFO. Keith has valuable strengths that will complement other members of our senior management team in growing McGrath RentCorp in the years ahead.” said Dennis Kakures, CEO & President.

“In order to effect a smooth transition of CFO and financial reporting responsibilities, Tom Sauer will remain as CFO until mid-March 2006 while we get Keith introduced to our multiple business operations and begin the transition of having Keith drive the day-to-day financial management of the Company. Once Tom steps out of the CFO role, for the remainder of 2006, he will continue to support Keith and the Company in transferring knowledge, various financial management projects and our strategic planning and growth efforts.”

About McGrath RentCorp:

Founded in 1979, the Company, under the trade name Mobile Modular Management Corporation, rents and sells modular buildings to fulfill customers’ temporary and permanent space needs in California, Texas and Florida. Mobile Modular believes it is the largest provider of relocatable classrooms for rental to school districts for grades K-12 in California. The Company’s TRS-RenTelco division rents and sells electronic test equipment and is one of the leading providers of general purpose and communications test equipment in North America.

For more information on McGrath RentCorp, visit www.mgrc.com