

**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                                 |           |
|--|-----------|
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|  |                           |          |   |  |  |  |  |  |
|--|---------------------------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Whitney David M</u> |                           |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>MCGRATH RENTCORP [ MGRC ]</u> |  |  | 5. 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, Controller, PAO</u> |  |  |
| (Last)   | (First)                   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/25/2013</u>           |  |  | 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                                  |  |  |
| 5700 LAS POSITAS ROAD  |                           |          | 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                    |                                      |  |                                |   |   |            |       | 2,524   | I  | By KSOP   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 11,593  | I  | Spouses KSOP  |

**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            |
| Stock Appreciation Right                   | \$28.9   | 02/25/2013                           |  | A                              |   | 4,700  |     | 02/25/2014 <sup>(1)</sup>                                | 02/25/2020      | Common Stock  | 4,700                                      | \$0  | 4,700   | D  |                  |
| Restricted Stock Units <sup>(2)</sup>      | \$0  | 02/25/2013                           |  | A                              |   | 1,600  |     | 02/26/2016 <sup>(3)</sup>                                | 02/25/2020      | Common Stock  | 1,600                                      | \$0  | 1,600   | D  |                  |
| Stock Appreciation Right                   | \$28.9   | 02/25/2013                           |  | A                              |   | 8,900  |     | 02/25/2014 <sup>(1)</sup>                                | 02/25/2020      | Common Stock  | 8,900                                      | \$0  | 8,900   | I  | Spouse's Holding |
| Restricted Stock Units <sup>(2)</sup>      | \$0  | 02/25/2013                           |  | A                              |   | 2,900  |     | 02/26/2016 <sup>(3)</sup>                                | 02/25/2020      | Common Stock  | 2,900                                      | \$0  | 2,900   | I  | Spouse's Holding |

**Explanation of Responses:**

- 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- Unless earlier forfeited, each performance based 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 goals are satisfied; then 20% vests each anniversary thereafter.

Randle Rose, POA for David Whitney 02/27/2013

\*\* 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.