

| OMB APPROVAL                                 |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>PRATT KEITH E</u><br><br>(Last) (First) (Middle)<br>5700 LAS POSITAS ROAD<br><br>(Street)<br>LIVERMORE CA 94551<br><br>(City) (State) (Zip) | 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><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive VP and CFO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/31/2019</u>           |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                    | 10/31/2019                           |  | M                              |   | 1,600   | A          | \$34.57   | 23,713  | D  |   |
| Common Stock                    | 10/31/2019                           |  | M                              |   | 3,920   | A          | \$24.6    | 27,633  | D  |   |
| Common Stock                    | 10/31/2019                           |  | M                              |   | 1,300   | A          | \$31.99   | 28,933  | D  |   |
| Common Stock                    | 10/31/2019                           |  | S                              |   | 1,165   | D          | \$78      | 27,768  | D  |   |
| Common Stock                    | 10/31/2019                           |  | S                              |   | 2,948   | D          | \$73      | 24,820  | D  |   |
| Common Stock                    | 10/31/2019                           |  | I                              |   | 800 <sup>(1)</sup>  | D          | \$76.31   | 0   | I  | KSOP Trust  |
| Common Stock                    | 10/31/2019                           |  | F                              |   | 2,161   | D          | \$75.4599 | 22,659  | D  |   |
| Common Stock                    | 10/31/2019                           |  | D                              |   | 2,466   | D          | \$75.4599 | 20,193  | D  |   |

**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                   | \$34.57  | 10/31/2019                           |  | M                              |   |  | 1,600 | 03/02/2018   | 03/02/2024      | Common Stock  | 1,600                                      | \$0  | 16,000  | D  |       |
| Stock Appreciation Right                   | \$31.99  | 10/31/2019                           |  | M                              |   |  | 1,300 | 03/02/2016   | 03/02/2022      | Common Stock  | 1,300                                      | \$0  | 2,600   | D  |       |
| Stock Appreciation Right                   | \$24.6   | 10/31/2019                           |  | M                              |   |  | 3,920 | 03/01/2017   | 03/01/2023      | Common Stock  | 3,920                                      | \$0  | 23,520  | D  |       |

**Explanation of Responses:**

1. Disposition made pursuant to a diversification election under the McGrath RentCorp Employee Stock Ownership and 401(k) Plan. The proceeds of the diversification remained in the Plan.

Kay Dashner, POA for Keith Pratt 11/04/2019

\*\* 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.**