

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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).

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>MCGRATH ROBERT P</u><br>(Last) (First) (Middle)<br>5700 LAS POSITAS RD.<br>(Street)<br>LIVERMORE CA 94551<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><input checked="" type="checkbox"/> Director 10% Owner<br><input type="checkbox"/> Officer (give title below) Other (specify below)<br>Chairman of the Board |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/15/2005                  |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                             |

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                    | 12/15/2005                           |  | S                              |   | 1,500   | D          | \$28.01 | 2,250,583   | D <sup>(1)</sup>   |   |
| Common Stock                    | 12/15/2005                           |  | S                              |   | 100   | D          | \$28.02 | 2,250,483   | D <sup>(1)</sup>   |   |
| Common Stock                    | 12/15/2005                           |  | S                              |   | 412   | D          | \$28.03 | 2,250,071   | D <sup>(1)</sup>   |   |
| Common Stock                    | 12/15/2005                           |  | S                              |   | 88  | D          | \$28.25 | 2,249,983   | D <sup>(1)</sup>   |   |

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 |  |  |   |  |

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|--|
| 1. Name and Address of Reporting Person*<br><u>MCGRATH ROBERT P</u><br>(Last) (First) (Middle)<br>5700 LAS POSITAS RD.<br>(Street)<br>LIVERMORE CA 94551<br>(City) (State) (Zip) |
| 1. Name and Address of Reporting Person*<br><u>MCGRATH JOAN M</u><br>(Last) (First) (Middle)<br>5700 LAS POSITAS ROAD<br>(Street)<br>LIVERMORE CA 94551<br>(City) (State) (Zip)  |

Explanation of Responses:

1. Held in Trust by Robert and Joan McGrath

/s/ Randle F. Rose for Robert and Joan McGrath 12/15/2005

\*\* 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.

SPECIFIC POWER OF ATTORNEY

For the Purpose of Filing Forms 3, 4 and 5 with the Securities and Exchange Commission

I, Robert P. McGrath, Chairman of the Board and Director of McGRATH RENTCORP, a California Corporation, do hereby constitute and appoint Randle F. Rose and I

To sign and file with the Securities and Exchange Commission any and all Form 3, Form 4 or Form 5 filings regarding my initial holdings, the purchase

This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, right

The rights, powers, and authority of said attorneys in fact to exercise the specific rights and powers herein granted shall commence and be in full f

DATED: August 5, 2003.

BY: /s/ Robert P. McGrath

SPECIFIC POWER OF ATTORNEY

For the Purpose of Filing Forms 3, 4 and 5 with the Securities and Exchange Commission

I, Joan M. McGrath, Director of McGRATH RENTCORP, a California Corporation, do hereby constitute and appoint Randle F. Rose and David M. Whitney, and each of  
To sign and file with the Securities and Exchange Commission any and all Form 3, Form 4 or Form 5 filings regarding my initial holdings, the purchase  
This instrument is to be construed and interpreted as a specific and not a general power of attorney. The enumeration of specific items, acts, right  
The rights, powers, and authority of said attorneys in fact to exercise the specific rights and powers herein granted shall commence and be in full 1

DATED: August 5, 2003.

BY:\_/s/ Joan M. McGrath