STRADFORD DENNIS P

Form 4 May 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

Common

Stock

05/09/2011

1. Name and STRADFO	Symbo	l	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		MCG	RATH RE	ENTCORP [MGRC]	(Check	all applicable	e)
(Last)	(First)	(Middle) 3. Date	of Earliest 7	Γransaction			
		(Month	/Day/Year)		Director	10%	
5700 LAS	05/09	/2011		Officer (give t below)	other (specify below)		
	4. If A	nendment, D	Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	Filed(M	Ionth/Day/Yea	ar)				
LIVERMO	ORE, CA 94551				Person	ore than One Re	porung
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities Acqu	uired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired (A)) 5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownersh
					Following	or Indirect	(Instr 4)

Code V Amount

S

3,000

(1)

(A)

(D)

D

Price

26.6469

\$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

7,000

Transaction(s)

(Instr. 3 and 4)

(I)

D

(Instr. 4)

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

of

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Mumber	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day, Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/) e		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRADFORD DENNIS P 5700 LAS POSITAS ROAD LIVERMORE, CA 94551

Signatures

Randle Rose, POA for Dennis Stradford

05/11/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.58 to \$26.72, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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