Skenesky John P Form 4 March 05, 2018

FORM 4

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

Check this box subject to

if no longer Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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. Name and Address of Reporting Person * Skenesky John P

(Middle) (Last) (First)

(State)

(Month/Day/Year)

5700 LAS POSITAS ROAD

(Street)

LIVERMORE, CA 94551

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

MCGRATH RENTCORP [MGRC]

3. Date of Earliest Transaction (Month/Day/Year)

03/01/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

(A)

Code V Amount (D) Price

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

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Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Transaction(s) (Instr. 3 and 4)

Reported

Director

Applicable Line)

Officer (give title

number.

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

1. Title of Derivative Security

Conversion or Exercise

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secur (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) VP and Division Manager

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 5)	d of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Restricted Stock Units	\$ 0	03/01/2018		A	1,700		03/01/2019(1)	03/01/2025	Common Stock	1,
Restricted Stock Units (2)	\$ 0	03/01/2018		A	1,700		<u>(3)</u>	03/01/2025	Common Stock	1,
Restricted Stock Units	\$ 0	03/02/2018		J <u>(4)</u>		2,700	(2)	03/02/2022	Common Stock	2,

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Skenesky John P						
5700 LAS POSITAS ROAD LIVERMORE, CA 94551			VP and Division Manager			

Signatures

Kay Dashner, POA for John P. Skenesky 03/05/2018

**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).
- (1) The restricted stock unit vests 20% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date.
- (2) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
 - Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more
- (3) than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.
- (4) Forfeiture of performance based RSUs awarded on 3/2/2015.

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.

Reporting Owners 2