

Whitney David M
Form 4
March 04, 2019

FORM 4

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

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 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 *
Whitney David M

(Last) (First) (Middle)

5700 LAS POSITAS ROAD

(Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCGRATH RENTCORP [MGRC]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
VP, Controller, PAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2019		M		735 A \$ 32.64	9,681	D
Common Stock	02/28/2019		M		1,005 A \$ 31.99	10,686	D
Common Stock	02/28/2019		M		3,015 A \$ 24.6	13,701	D
Common Stock	02/28/2019		M		2,800 A \$ 34.57	16,501	D
Common Stock	02/28/2019		M		1,395 A \$ 32.64	15,526	I Spouse's Holding

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Common Stock	02/28/2019		M	1,890	A	\$ 31.99	17,416	I	Spouse's Holding
Common Stock	02/28/2019		M	5,715	A	\$ 24.6	23,131	I	Spouse's Holding
Common Stock	02/28/2019		M	5,845	A	\$ 34.57	28,976	I	Spouse's Holding
Common Stock	02/28/2019		F	1,935	D	\$ 60.29	14,566	D	
Common Stock	02/28/2019		D	3,769	D	\$ 60.29	10,797	D	
Common Stock	02/28/2019		F	3,826	D	\$ 60.29	25,150	I	Spouse's Holding
Common Stock	02/28/2019		D	7,443	D	\$ 60.29	17,707	I	Spouse's Holding
Common Stock	03/01/2019		M	200 ⁽³⁾	A	\$ 0	10,997	D	
Common Stock	03/01/2019		M	380 ⁽³⁾	A	\$ 0	18,087	I	Spouse's Holding
Common Stock	03/01/2019		F	84	D	\$ 59.65	10,913	D	
Common Stock	03/01/2019		F	132	D	\$ 59.65	17,955	I	Spouse's Holding

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/28/2019		A	1,250	02/28/2020 ⁽¹⁾	02/28/2026	Common Stock

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Restricted Stock Units	\$ 0	02/28/2019	A	1,250	(2)	02/28/2026	Common Stock
Restricted Stock Units	\$ 0	02/28/2019	A	1,670	02/28/2020 ⁽¹⁾	02/28/2026	Common Stock
Restricted Stock Units	\$ 0	02/28/2019	A	1,670	(2)	02/28/2026	Common Stock
Stock Appreciation Right	\$ 32.64	02/28/2019	M	735	03/03/2015	03/03/2021	Common Stock
Stock Appreciation Right	\$ 31.99	02/28/2019	M	1,005	03/02/2016	03/02/2022	Common Stock
Stock Appreciation Right	\$ 24.6	02/28/2019	M	3,015	03/01/2017	03/01/2023	Common Stock
Stock Appreciation Right	\$ 34.57	02/28/2019	M	2,800	03/02/2018	03/02/2024	Common Stock
Stock Appreciation Right	\$ 32.64	02/28/2019	M	1,395	03/03/2015	03/03/2021	Common Stock
Stock Appreciation Right	\$ 31.99	02/28/2019	M	1,890	03/02/2016	03/02/2022	Common Stock
Stock Appreciation Right	\$ 24.6	02/28/2019	M	5,715	03/01/2017	03/01/2023	Common Stock
Stock Appreciation Right	\$ 34.57	02/28/2019	M	5,845	03/02/2018	03/02/2024	Common Stock
Restricted Stock Units	\$ 0	03/01/2019	M	200	03/01/2019	03/01/2025	Common Stock
Restricted Stock Units	\$ 0	03/01/2019	M	380	03/19/2019	03/01/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitney David M 5700 LAS POSITAS ROAD LIVERMORE, CA 94551			VP, Controller, PAO	

Signatures

Kay Dashner, POA for David
Whitney

03/04/2019

__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 shall vest as follows: 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock 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) Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more 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.

(3) 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. The Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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