

Whitney David M
Form 4
May 10, 2013

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)
05/08/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock					2,694		I By KSOP
Common Stock					11,809		I Spouses KSOP
Common Stock	05/08/2013		M		2,500	\$ 22.175	A 8,390 D
Spouses Common Stock	05/08/2013		M		2,500	\$ 22.175	A 13,490 I Spouses Holding
Common Stock	05/08/2013		S		2,500 (1)	\$ 30.668	D 5,890 D

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Spouses Common Stock	05/08/2013	S	2,500 (2)	D	\$ 30.6704	10,990	I	Spouses Holding
Common Stock	05/09/2013	M	2,500	A	\$ 22.175	8,390	D	
Spouses Common Stock	05/09/2013	M	2,500	A	\$ 22.175	13,490	I	Spouses Holding
Common Stock	05/09/2013	S	2,500 (3)	D	\$ 30.8014	5,890	D	
Spouses Common Stock	05/09/2013	S	2,500 (4)	D	\$ 30.8012	10,990	I	Spouses Holding
Common Stock	05/10/2013	M	3,000	A	\$ 22.175	8,890	D	
Spouses Common Stock	05/10/2013	M	3,000	A	\$ 22.175	13,990	I	Spouses Holding
Common Stock	05/10/2013	S	3,000 (5)	D	\$ 30.9234	5,890	D	
Spouses Common Stock	05/10/2013	S	3,000 (6)	D	\$ 30.9285	10,990	I	Spouses 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 Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
	\$ 22.175	05/08/2013		M	2,500	01/14/2006 01/14/2015	Title	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	

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Officer Right to Buy								Common Stock	
Stock Option	\$ 22.175	05/08/2013	M	2,500	01/14/2006	01/14/2015	Spouses Common Stock	2,500	
Officer Right to Buy	\$ 22.175	05/09/2013	M	2,500	01/14/2006	01/14/2015	Common Stock	2,500	
Stock Option	\$ 22.175	05/09/2013	M	2,500	01/14/2006	01/14/2015	Spouses Common Stock	2,500	
Officer Right to Buy	\$ 22.175	05/10/2013	M	3,000	01/14/2006	01/14/2015	Common Stock	3,000	
Stock Option	\$ 22.175	05/10/2013	M	3,000	01/14/2006	01/14/2015	Spouses Common Stock	3,000	

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

Randle Rose, POA for David
Whitney

05/10/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.90, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.81, 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 (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.7259 to \$30.90, 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 (3) to this Form 4.

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(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.65 to \$30.95, 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 (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.73 to \$31.01, 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 (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.73 to \$31.00, 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 (6) 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.

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