Whitney David M Form 4 March 01, 2011

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 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).

(Last)

1. Name and Address of Reporting Person \*

Whitney David M

(First)

(Middle)

5700 LAS POSITAS ROAD

(Street)

LIVERMORE, CA 94551

2. Issuer Name and Ticker or Trading Symbol

MCGRATH RENTCORP [MGRC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/25/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

below)

Director

Applicable Line)

Officer (give title

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3.

TransactionAcquired (A) or Code (Instr. 8)

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

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(I) (Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial Ownership (Instr. 4)

Indirect

7. Nature of

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Controller, PAO

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

(Instr. 3 and 4) Code V Amount (D) Price

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.

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

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	) Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Stock Appreciation Right	\$ 27.99	02/25/2011		A	4,400	02/25/2012(1)	02/25/2018	Common Stock	4,4
Restricted Stock Units	\$ 0	02/25/2011		A	1,600	<u>(3)</u>	02/25/2018	Common Stock	1,0
Stock Appreciation Right	\$ 27.99	02/25/2011		A	6,900	02/25/2012(4)	02/25/2018	Common Stock	6,9
Restricted Stock Units	\$ 0	02/25/2011		A	2,500	<u>(6)</u>	02/25/2018	Common Stock	2,5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· <b>1</b>	Director	10% Owner	Officer	Other		
Whitney David M			VP,			
5700 LAS POSITAS ROAD			Controller,			
LIVERMORE, CA 94551			PAO			

## **Signatures**

Randle Rose, POA for David
Whitney
03/01/2011

\*\*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).
- (1) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (2) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- (3) The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter.
- (4) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (5) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

Reporting Owners 2

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(6) The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter.

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.