

Whitney David M  
Form 4  
March 05, 2018

**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)  
03/01/2018

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 (A) or (D) Price			
Common Stock	03/01/2018		M	470 A \$ 28.9	9,416	D	
Common Stock	03/01/2018		M	3,500 A \$ 32.64	12,916	D	
Common Stock	03/01/2018		M	890 A \$ 28.9	17,978	I	Spouse's Holding
Common Stock	03/01/2018		M	6,500 A \$ 32.64	24,478	I	Spouse's Holding
Common Stock	03/01/2018		M	1,160 <sup>(4)</sup> A \$ 0	25,638	I	Spouse's Holding

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Common Stock	03/01/2018	F	497	D	\$ 50.62	12,419	D	
Common Stock	03/01/2018	D	2,526	D	\$ 50.62	9,893	D	
Common Stock	03/01/2018	F	932	D	\$ 50.62	24,706	I	Spouse's Holding
Common Stock	03/01/2018	D	4,701	D	\$ 50.62	20,005	I	Spouse's Holding
Common Stock	03/01/2018	F	402	D	\$ 49.96	19,603	I	Spouse's Holding
Common Stock	03/02/2018	M	<u>1,782</u> (6)	A	\$ 0	21,385	I	Spouse's Holding
Common Stock	03/02/2018	F	618	D	\$ 50.57	20,767	I	Spouse's Holding
Common Stock	03/05/2018	S	<u>2,457</u> (10)	D	\$ 49.8472	18,310	I	Spouse's Holding
Common Stock	03/05/2018	S	<u>500</u> (11)	D	\$ 50.601	17,810	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	03/01/2018		A	1,000	03/01/2019 <sup>(1)</sup>	03/01/2025	Common Stock
Restricted Stock Units <sup>(2)</sup>	\$ 0	03/01/2018		A	1,000	<sup>(3)</sup>	03/01/2025	Common Stock
Restricted	\$ 0	03/01/2018		A	1,900	03/01/2019 <sup>(1)</sup>	03/01/2025	Common



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the performance goal is satisfied.

- (4) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.
- (5) 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. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 1, 2018 and therefore such date is determined to be the date exercisable.
- (6) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 110% of one share of McGrath RentCorp common stock.
- (7) 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. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2018 and therefore such date is determined to be the date exercisable.
- (8) Forfeiture of performance based RSUs awarded on 3/2/2015.
- (9) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$50.495, 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 (10) to this Form 4.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.595 to \$50.625, 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 (11) 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.