

HANNA JOSEPH F

Form 4

March 04, 2019

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HANNA JOSEPH F

(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)

President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                    | 22,200 A                                                                | \$ 28.9 56,967                                                                                                     | D                                                                    |                                                                                |
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                    | 2,002<br>(3) A                                                          | \$ 0 58,969                                                                                                        | D                                                                    |                                                                                |
| Common<br>Stock                       | 03/01/2019                              |                                                             | F                                    | 5,388 D                                                                 | \$ 59.84 53,581                                                                                                    | D                                                                    |                                                                                |
| Common<br>Stock                       | 03/01/2019                              |                                                             | D                                    | 10,722 D                                                                | \$ 59.84 42,859                                                                                                    | D                                                                    |                                                                                |
| Common<br>Stock                       | 03/01/2019                              |                                                             | F                                    | 993 D                                                                   | \$ 59.65 41,866                                                                                                    | D                                                                    |                                                                                |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date Exercisable Expiration<br>Date Date                       | Title                                       |
| Restricted<br>Stock Units                           | \$ 0                                                               | 02/28/2019                              |                                                             | A                                    | 8,360                                                                                                  | 02/28/2020 <sup>(1)</sup> 02/28/2026                           | Common<br>Stock                             |
| Restricted<br>Stock Units                           | \$ 0                                                               | 02/28/2019                              |                                                             | A                                    | 8,360                                                                                                  | <sup>(2)</sup> 02/28/2026                                      | Common<br>Stock                             |
| Stock<br>Appreciation<br>Right                      | \$ 28.9                                                            | 03/01/2019                              |                                                             | M                                    | 22,200<br><sup>(4)</sup>                                                                               | 02/25/2014 02/25/2020                                          | Common<br>Stock                             |
| Restricted<br>Stock Units                           | \$ 0                                                               | 03/01/2019                              |                                                             | M                                    | 2,002                                                                                                  | 03/01/2019 03/01/2025                                          | Common<br>Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|----------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                | Director      | 10% Owner | Officer         | Other |
| HANNA JOSEPH F<br>5700 LAS POSITAS ROAD<br>LIVERMORE, CA 94551 |               |           | President & CEO |       |

## Signatures

Kay Dashner, POA for Joseph  
Hanna 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).

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.

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- 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.
- (2)

- 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.
- (3)

- Due to an administrative error, the number of stock appreciation rights awarded was incorrectly reported as 22,000 on the Form 4 filed February 27, 2013. The award amount is corrected to 22,200 on this filing.
- (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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