BARRANTES CHARLES E

Form 4 June 24, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

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

2. Issuer Name and Ticker or Trading

General Finance CORP [GFN]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

06/23/2011

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

BARRANTES CHARLES E

(First) (Middle)

39 EAST UNION STREET

(Street)

(State) (Zip)

PASADENA, CA 91103

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Code

any

Symbol

(Instr. 8)

Disposed of (D)

TransactionAcquired (A) or

4. Securities

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s)

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

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

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

Director

Applicable Line)

X_ Officer (give title

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

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

1. Title of Derivative Conversion Security or Exercise

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

5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

(Check all applicable)

below) Chief Financial Officer

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

1

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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	Amount Number Shares
Stock Option (Right to Buy)	\$ 7.3	09/10/2006		A	65,000 (1)	09/10/2007	09/10/2016	Common Stock	65,000
Stock Option (Right to Buy)	\$ 7.3	09/10/2006		A	160,000 (1)	09/10/2007	09/10/2016	Common Stock	160,00
Stock Option (Right to Buy)	\$ 1.28	01/26/2010		A	20,000 (2)	06/30/2011	01/26/2020	Common Stock	20,000
Warrants	\$ 6	06/25/2010		A	9,500 (3)	06/25/2010	06/25/2013	Common Stock	4,750
Stock Option (Right to Buy)	\$ 1.06	09/15/2010		A	30,000 (4)	06/30/2014	09/15/2020	Common Stock	30,000
Stock Option (Right to Buy)	\$ 3	06/23/2011		A	30,000 (5)	09/30/2014	06/23/2021	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r···	Director	10% Owner	Officer	Other			
BARRANTES CHARLES E							

39 EAST UNION STREET PASADENA, CA 91103

Chief Financial Officer

Signatures

Christopher A. Wilson, attorney-in-fact for Charles E.
Barrantes
06/24/2011

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Stock option vests in five equal installments beginning September 11, 2007.
 - Stock option vests on the following date if (a) General Finance Corporation, without consolidation of Pac-Van and Royal Wolf, incurs no more than \$2.288 million of expenses for the fiscal year ended June 30, 2012, and (b) if General Finance Corporation and its subsidiaries
- (2) remain throughout fiscal year 2010 in compliance with the covenants governing all of their indebtedness: the first anniversary of the date that the Audit Committee approves the consolidated financial statements of General Finance Corporation for the fiscal year ended June 30, 2010.
- (3) These warrants were issued as a component of Units that were issued as of June 25, 2010 pursuant to the rights offering of General Finance Corporation.
- (4) See attached document "rider.txt" for explanation of Footnote 4.
- (5) See attached document "rider2.txt" for explanation of Footnote 5.

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.