

Mourouzis Theodore M.  
Form 4  
January 28, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
Mourouzis Theodore M.

2. Issuer Name and Ticker or Trading Symbol  
General Finance CORP [GFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2995 SOUTH HARDING STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & COO of Pac-Van Inc

INDIANAPOLIS, IN 46225

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (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        | Amount Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|-------------------------|
| Stock Option (Right to Buy) | \$ 6.4                       | 10/01/2008       | A          | 125,000 <sup>(1)</sup>                               |      |   |     |     | 10/01/2009       | 10/01/2018      | Common Stock | 125,000                 |
| Stock Option (Right to Buy) | \$ 1.28                      | 01/26/2010       | A          | 30,000 <sup>(2)</sup>                                |      |   |     |     | 09/30/2011       | 01/26/2020      | Common Stock | 30,000                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Mourouzis Theodore M.<br>2995 SOUTH HARDING STREET<br>INDIANAPOLIS, IN 46225 |               |           | President & COO of Pac-Van Inc |       |

## Signatures

Christopher A Wilson, attorney-in-fact for Theodore M Mourouzis  
 Mourouzis  
 01/28/2010  
 \*\*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).
- Of the total 125,000 stock options (a) 50,000 stock options will vest in five equal installments beginning on October 1, 2009, provided that the employee is employed as of each such anniversary and (b) 15,000 stock options will be eligible for vesting upon the attainment of
- (1) performance criteria on the first anniversary of the date audited financial statements are approved by the audit committee for fiscal year 2009, with 15,000 stock options eligible for vesting on each of the four succeeding fiscal years on the first anniversary of the date audited financial statements are approved by the audit committee for applicable fiscal year.
  - (2) Stock option vests 100% on the first anniversary of the latest date that all of the following conditions has been satisfied: (i) the Company and each of its subsidiaries have completed fiscal year 2010 and have been in compliance with all of the covenants governing their indebtedness throughout fiscal year 2010, and (ii) the audited financial statements of the Company and its subsidiaries have been approved by the Audit Committee and the Compensation Committee of the Company.

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.