PRATT KEITH E

Form 4 March 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

	•								
1. Name and Address of Reporting Person * PRATT KEITH E			ıbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			GRATH.	RENTCORP [MGRC]	(Check all applicable)				
(Last)	(First)	(Middle) 3. D	ate of Earlie	st Transaction		• •			
5700 LAS	POSITAS ROAD	`	onth/Day/Yes 28/2013	ar)	Director 10% Owner Officer (give title below)				
	(Street)	4. If	Amendmen	t, Date Original	6. Individual or Joint/Group Filing(Check				
		File	d(Month/Day	Year)	Applicable Line) _X_ Form filed by One Reporting Person				
LIVERMO	ORE, CA 94551				Form filed by I Person	More than One Re	porting		
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Acc	quired, Disposed o	f, or Beneficial	ly Owne		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A	5. Amount of	6.	7. Natı		
Security	(Month/Day/Year)	Execution Date	, if Transa	actionr Disposed of (D)	Securities	Ownership	Indirec		
(Instr. 3) any			Code	(Instr. 3, 4 and 5)	(Instr. 3, 4 and 5) Beneficially Form:				

(City)	(State)	(Zip) Tab	d, 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(D)	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)
Common Stock			Code V	Timount	(D)	Titee	600	I	By KSOP
Common Stock	02/28/2013		M	9,387	A	\$ 20.71	14,619	D	
Common Stock	02/28/2013		S	9,387 (1)	D	\$ 29.6494	5,232	D	
Common Stock	03/01/2013		M	13,563	A	\$ 20.71	18,795	D	
Common Stock	03/01/2013		S	13,563 (2)	D	\$ 29.7045	5,232	D	

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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 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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.71	02/28/2013		M		9,387	02/25/2009	02/25/2015	Common Stock	9,387
Stock Option	\$ 20.71	03/01/2013		M		13,563	02/25/2009	02/25/2015	Common Stock	13,563

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PRATT KEITH E

5700 LAS POSITAS ROAD Sr VP and CFO

LIVERMORE, CA 94551

Signatures

Randle Rose, POA for Keith Pratt 03/01/2013

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.60 to \$29.73, 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 (1) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.60 to \$29.91, 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

Reporting Owners 2

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price within the ranges set forth in footnote (2) 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.