

MCGRATH RENTCORP
Form 4
November 13, 2013

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 *
MCGRATH ROBERT P

(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)
11/11/2013

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)

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	11/11/2013		M	12,000 A \$ 31.14	12,000	I	Spouse
Common Stock	11/11/2013		M	24,000 A \$ 31.14	24,000	D	
Common Stock	11/11/2013		J ⁽¹⁾	4,766 A \$ 0	1,206,149	I ⁽²⁾	Trust
Common Stock	11/11/2013		F ⁽³⁾	10,411 D \$ 35.89	1,589	I	Spouse
Common Stock	11/11/2013		F ⁽³⁾	20,823 D \$ 35.89	3,177	D	
	11/11/2013		J ⁽¹⁾	3,177 D \$ 0	0	D	

Common
Stock

Common Stock 11/11/2013 J(1) 1,589 D \$ 0 0 I Spouse

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)	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 31.14	11/11/2013		M	12,000	02/26/2008 02/26/2014	Common Stock	12,000
Stock Option	\$ 31.14	11/11/2013		M	24,000	02/26/2008 12/26/2014	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

MCGRATH ROBERT P
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

Signatures

Randle Rose, POA for Robert McGrath 11/13/2013

__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).
- (1) Deposit of shares into family trust.

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- (2) Includes 1,201,383 shares erroneously reported as directly held by the reporting person on previous filings.
- (3) Shares withheld for payment of exercise price.

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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