

Brown Richard Gordon  
 Form 4  
 March 10, 2010

**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 \*  
 Brown Richard Gordon

(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)  
 03/08/2010

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)

VP & Division Manager

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					11,400	I	ESOP
Common Stock	03/08/2010		M	500 A \$ 11.74	3,500	D	
Common Stock	03/08/2010		S	500 D \$ 24.4	3,000	D	
Common Stock	03/09/2010		M	2,500 A \$ 11.74	5,500	D	
Common Stock	03/09/2010		M	7,446 A \$ 15.29	12,946	D	

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Common Stock	03/09/2010	S	9,946 (1)	D	\$ 24.45	3,000	D
Common Stock	03/10/2010	M	1,054	A	\$ 15.29	4,054	D
Common Stock	03/10/2010	M	4,174	A	\$ 15.62	8,228	D
Common Stock	03/10/2010	S	5,228 (2)	D	\$ 24.49	3,000	D

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

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(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 (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)	8. Amount or Number of Shares
Stock Option	\$ 11.735	03/08/2010		M	500	03/20/2004 03/20/2013	Common Stock	500
Stock Option	\$ 11.735	03/09/2010		M	2,500	03/20/2004 03/20/2013	Common Stock	2,500
Stock Option	\$ 15.285	03/09/2010		M	7,446	03/08/2005 03/08/2014	Common Stock	7,446
Stock Option	\$ 15.285	03/10/2010		M	1,054	03/08/2005 03/08/2014	Common Stock	1,054
Stock Option	\$ 15.62	03/10/2010		M	4,174	02/27/2010 02/27/2016	Common Stock	4,174

## Reporting Owners

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

Brown Richard Gordon  
5700 LAS POSITAS ROAD  
LIVERMORE, CA 94551

VP & Division Manager

## Signatures

Randle Rose, POA for Richard G.  
Brown

03/10/2010

\*\*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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.40 to \$24.58, 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 \$24.40 to \$24.74, 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.

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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