MCGRATH RENTCORP

Form 4 June 09, 2005

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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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGRATH JOAN M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) MCGRATH RENTCORP [MGRC]

(Check all applicable)

5700 LAS POSITAS ROAD

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

_X__ 10% Owner _X__ Director Officer (give title

06/07/2005

below)

_ Other (specify

(Street) 4. If Amendment, Date Original

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

LIVERMORE, CA 94551

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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 our Dispose (Instr. 3, 4	d of (E and 5)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/07/2005		D	100	D	\$ 22.99	2,577,400	D (1)	
Common Stock	06/07/2005		D	1,900	D	\$ 23	2,575,500	D (1)	
Common Stock	06/07/2005		D	1,400	D	\$ 23.01	2,574,100	D (1)	
Common Stock	06/07/2005		D	500	D	\$ 23.02	2,573,600	D (1)	
Common Stock	06/07/2005		D	700	D	\$ 23.03	2,572,900	D (1)	
	06/07/2005		D	400	D		2,572,500	D (1)	

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Common Stock					\$ 23.04
Common Stock	06/07/2005	D	875	D	\$ 2,571,625 D (1)
Common Stock	06/07/2005	D	400	D	\$ 2,571,225 D (1)
Common Stock	06/07/2005	D	700	D	\$ 2,570,525 D (1)
Common Stock	06/07/2005	D	501	D	\$ 2,570,024 D (1)
Common Stock	06/07/2005	D	1,129	D	\$ 2,568,895 D (1)
Common Stock	06/07/2005	D	1,195	D	\$ 23.1 2,567,700 D (1)
Common Stock	06/08/2005	D	128,392	D	\$ 23 2,439,308 D (1)
Common Stock	06/08/2005	D	98,415	D	\$ 2,340,893 D (1)
Common Stock	06/08/2005	D	466	D	\$ 2,340,427 D (1)
Common Stock	06/08/2005	D	169	D	\$ 2,340,258 D (1)
Common Stock	06/08/2005	D	400	D	\$ 2,339,858 D (1)
Common Stock	06/08/2005	D	2,258	D	\$ 23.1 2,337,600 D (1)
Common Stock	06/08/2005	D	100	D	\$ 2,337,500 D (1)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCGRATH JOAN M 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	X	X						

Signatures

/s/ Randle F. Rose for Joan M.
McGrath

06/09/2005

**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) Held in Trust with Robert McGrath

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.

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