

Whitney David M  
Form 4  
March 04, 2019

**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 \*  
Whitney David M

(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)  
02/28/2019

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, Controller, PAO

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)  | Price   |  |                                   |
| Common Stock                    | 02/28/2019                           |  | M                              | 735   | A \$ 32.64  | 9,681  | D                                 |
| Common Stock                    | 02/28/2019                           |  | M                              | 1,005   | A \$ 31.99  | 10,686   | D                                 |
| Common Stock                    | 02/28/2019                           |  | M                              | 3,015   | A \$ 24.6   | 13,701   | D                                 |
| Common Stock                    | 02/28/2019                           |  | M                              | 2,800   | A \$ 34.57  | 16,501   | D                                 |
| Common Stock                    | 02/28/2019                           |  | M                              | 1,395   | A \$ 32.64  | 15,526   | I Spouse's Holding                |

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|              |            |  |   |                    |   |          |        |   |                  |
|--------------|------------|--|---|--------------------|---|----------|--------|---|------------------|
| Common Stock | 02/28/2019 |  | M | 1,890              | A | \$ 31.99 | 17,416 | I | Spouse's Holding |
| Common Stock | 02/28/2019 |  | M | 5,715              | A | \$ 24.6  | 23,131 | I | Spouse's Holding |
| Common Stock | 02/28/2019 |  | M | 5,845              | A | \$ 34.57 | 28,976 | I | Spouse's Holding |
| Common Stock | 02/28/2019 |  | F | 1,935              | D | \$ 60.29 | 14,566 | D |                  |
| Common Stock | 02/28/2019 |  | D | 3,769              | D | \$ 60.29 | 10,797 | D |                  |
| Common Stock | 02/28/2019 |  | F | 3,826              | D | \$ 60.29 | 25,150 | I | Spouse's Holding |
| Common Stock | 02/28/2019 |  | D | 7,443              | D | \$ 60.29 | 17,707 | I | Spouse's Holding |
| Common Stock | 03/01/2019 |  | M | 200 <sup>(3)</sup> | A | \$ 0     | 10,997 | D |                  |
| Common Stock | 03/01/2019 |  | M | 380 <sup>(3)</sup> | A | \$ 0     | 18,087 | I | Spouse's Holding |
| Common Stock | 03/01/2019 |  | F | 84                 | D | \$ 59.65 | 10,913 | D |                  |
| Common Stock | 03/01/2019 |  | F | 132                | D | \$ 59.65 | 17,955 | I | Spouse's Holding |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | \$ 0   | 02/28/2019                           |  | A                              | 1,250   | 02/28/2020 <sup>(1)</sup> 02/28/2026                     | Common Stock                                      |

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|                          |          |            |   |       |                           |            |              |
|--------------------------|----------|------------|---|-------|---------------------------|------------|--------------|
| Restricted Stock Units   | \$ 0     | 02/28/2019 | A | 1,250 | (2)                       | 02/28/2026 | Common Stock |
| Restricted Stock Units   | \$ 0     | 02/28/2019 | A | 1,670 | 02/28/2020 <sup>(1)</sup> | 02/28/2026 | Common Stock |
| Restricted Stock Units   | \$ 0     | 02/28/2019 | A | 1,670 | (2)                       | 02/28/2026 | Common Stock |
| Stock Appreciation Right | \$ 32.64 | 02/28/2019 | M | 735   | 03/03/2015                | 03/03/2021 | Common Stock |
| Stock Appreciation Right | \$ 31.99 | 02/28/2019 | M | 1,005 | 03/02/2016                | 03/02/2022 | Common Stock |
| Stock Appreciation Right | \$ 24.6  | 02/28/2019 | M | 3,015 | 03/01/2017                | 03/01/2023 | Common Stock |
| Stock Appreciation Right | \$ 34.57 | 02/28/2019 | M | 2,800 | 03/02/2018                | 03/02/2024 | Common Stock |
| Stock Appreciation Right | \$ 32.64 | 02/28/2019 | M | 1,395 | 03/03/2015                | 03/03/2021 | Common Stock |
| Stock Appreciation Right | \$ 31.99 | 02/28/2019 | M | 1,890 | 03/02/2016                | 03/02/2022 | Common Stock |
| Stock Appreciation Right | \$ 24.6  | 02/28/2019 | M | 5,715 | 03/01/2017                | 03/01/2023 | Common Stock |
| Stock Appreciation Right | \$ 34.57 | 02/28/2019 | M | 5,845 | 03/02/2018                | 03/02/2024 | Common Stock |
| Restricted Stock Units   | \$ 0     | 03/01/2019 | M | 200   | 03/01/2019                | 03/01/2025 | Common Stock |
| Restricted Stock Units   | \$ 0     | 03/01/2019 | M | 380   | 03/19/2019                | 03/01/2025 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Whitney David M<br>5700 LAS POSITAS ROAD<br>LIVERMORE, CA 94551 |               |           | VP,<br>Controller,<br>PAO |       |

## Signatures

Kay Dashner, POA for David  
Whitney

03/04/2019

\_\_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 restricted stock unit shall vest as follows: 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date.

(2) Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.

(3) The restricted stock unit vests 20% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. The Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.

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.