

MCGRATH RENTCORP  
Form 5  
February 14, 2017

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Dashner Kay**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**MCGRATH RENTCORP [MGRC]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President Human Resources

**5700 LAS POSITAS ROAD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**LIVERMORE, CA 94551**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 08/01/2013                           | Â  | P4                             | 5 <sup>(1)</sup> A  | \$ 32.98 7,437   | D  | Â   |
| Common Stock                    | 11/01/2013                           | Â  | P4                             | 24 <sup>(1)</sup> A   | \$ 35.75 7,461   | D  | Â   |
| Common Stock                    | 02/03/2014                           | Â  | P4                             | 56 <sup>(1)</sup> A   | \$ 36.12 7,517   | D  | Â   |
| Common Stock                    | 05/01/2014                           | Â  | P4                             | 76 <sup>(1)</sup> A   | \$ 30.68 7,593   | D  | Â   |

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|              |            |   |    |                                      |   |          |       |   |   |
|--------------|------------|---|----|--------------------------------------|---|----------|-------|---|---|
| Common Stock | 08/01/2014 | Â | P4 | 69 <sup>(1)</sup>                    | A | \$ 34.06 | 7,662 | D | Â |
| Common Stock | 11/03/2014 | Â | P4 | 65 <sup>(1)</sup>                    | A | \$ 36.7  | 7,727 | D | Â |
| Common Stock | 02/02/2015 | Â | P4 | 79 <sup>(1)</sup>                    | A | \$ 30.39 | 7,806 | D | Â |
| Common Stock | 05/01/2015 | Â | P4 | 79 <sup>(1)</sup>                    | A | \$ 32.99 | 7,885 | D | Â |
| Common Stock | 08/03/2015 | Â | P4 | 128 <sup>(1)</sup>                   | A | \$ 25.07 | 8,013 | D | Â |
| Common Stock | 11/02/2015 | Â | P4 | 107 <sup>(1)</sup>                   | A | \$ 30.1  | 8,120 | D | Â |
| Common Stock | 02/01/2016 | Â | P4 | 135 <sup>(1)</sup>                   | A | \$ 24.09 | 8,255 | D | Â |
| Common Stock | 05/02/2016 | Â | P4 | 142 <sup>(1)</sup>                   | A | \$ 24.22 | 8,397 | D | Â |
| Common Stock | 08/01/2016 | Â | P4 | 111 <sup>(1)</sup><br><sub>(2)</sub> | A | \$ 31.86 | 8,508 | D | Â |
| Common Stock | 11/01/2016 | Â | P4 | 119 <sup>(1)</sup><br><sub>(3)</sub> | A | \$ 30.11 | 8,627 | D | Â |

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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

|   | Director | 10% Owner | Officer                          | Other |
|---|----------|-----------|----------------------------------|-------|
| Dashner Kay<br>5700 LAS POSITAS ROAD<br>LIVERMORE, CA 94551 | Â        | Â         | Â Vice President Human Resources | Â     |

## Signatures

Randle F. Rose POA for Kay  
Dashner 02/14/2017

\_\_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) Represents the purchase of McGrath RentCorp common stock paid for with the proceeds of cash dividends received by the reporting person from her holdings of McGrath RentCorp common stock.  
The reporting person's purchase of McGrath RentCorp common stock reported on 8/1/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 111 shares, with the reporting person's sale of 2,817 shares of McGrath RentCorp common stock at a price of \$39.0495 per share on 12/15/2016. The reporting person has paid to McGrath RentCorp \$798.46, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
  - (2) The reporting person's purchase of McGrath RentCorp common stock reported on 11/1/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 119 shares, with the reporting person's sale of 2,817 shares of McGrath RentCorp common stock at a price of \$39.0495 per share on 12/15/2016. The reporting person has paid to McGrath RentCorp \$1,059.03, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.
  - (3) The reporting person's purchase of McGrath RentCorp common stock reported on 11/1/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 119 shares, with the reporting person's sale of 2,817 shares of McGrath RentCorp common stock at a price of \$39.0495 per share on 12/15/2016. The reporting person has paid to McGrath RentCorp \$1,059.03, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.