

Dunmyer James P
 Form 3
 March 12, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Dunmyer James P (Last) (First) (Middle) | | (Month/Day/Year) 03/12/2012 | General Finance CORP [GFN] | |
| 9155 HARRISON PARK COURT | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| INDIANAPOLIS, Â IN Â 46216 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP of Finance - Pac-Van, Inc. | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,000 | D | Â |
| Common Stock | 3,000 | D | Â |
| Common Stock | 100 | I | Purchase for Minor Child A's Account |
| Common Stock | 100 | I | Purchase for Minor Child B's Account |
| Common Stock | 100 | I | Purchase for Minor Child C's Account |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) ⁽¹⁾ | 10/01/2009 | 10/01/2018 | Common Stock | 28,000 | \$ 6.4 | D | Â |
| Stock Option (Right to Buy) ⁽²⁾ | 06/30/2011 | 01/26/2020 | Common Stock | 10,000 | \$ 1.28 | D | Â |
| Warrants ⁽³⁾ | 06/25/2010 | 06/25/2013 | Common Stock | 1,500 | \$ 0 | D | Â |
| Warrants ⁽³⁾ | 06/25/2010 | 06/25/2013 | Common Stock | 50 | \$ 0 | I | UTMA Custodian - Child A |
| Warrants ⁽³⁾ | 06/25/2010 | 06/25/2013 | Common Stock | 50 | \$ 0 | I | UTMA Custodian - Child B |
| Warrants ⁽³⁾ | 06/25/2010 | 06/25/2013 | Common Stock | 50 | \$ 0 | I | UTMA Custodian - Child C |
| Stock Option (Right to Buy) ⁽⁴⁾ | 06/30/2014 | 09/15/2020 | Common Stock | 8,000 | \$ 1.06 | D | Â |
| Stock Option (Right to Buy) ⁽⁵⁾ | 09/30/2014 | 06/23/2021 | Common Stock | 8,000 | \$ 3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunmyer James P 9155 HARRISON PARK COURT INDIANAPOLIS, IN 46216 | Â | Â | Â VP of Finance - Pac-Van, Inc. | Â |

Signatures

Christopher A. Wilson, Attorney-in-Fact for James P
Dunmyer

03/12/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Of the total 125,000 stock options (a) 50,000 stock options will vest in five equal installments beginning on October 1, 2009, provided that the employee is employed as of each such anniversary and (b) 15,000 stock options will be eligible for vesting upon the attainment of

(1) performance criteria on the first anniversary of the date audited financial statements are approved by the audit committee for fiscal year 2009, with 15,000 stock options eligible for vesting on each of the four succeeding fiscal years on the first anniversary of the date audited financial statements are approved by the audit committee for applicable fiscal year.

Stock option vests on the following date if (a) General Finance Corporation, without consolidation of Pac-Van and Royal Wolf, incurs no more than \$2.288 million of expenses for the fiscal year ended June 30, 2012, and (b) if General Finance Corporation and its subsidiaries

(2) remain throughout fiscal year 2010 in compliance with the covenants governing all of their indebtedness: the first anniversary of the date that the Audit Committee approves the consolidated financial statements of General Finance Corporation for the fiscal year ended June 30, 2010.

(3) These warrants were issued as a component of Units that were issued as of June 25, 2010 pursuant to the rights offering of General Finance Corporation.

(4) See attached document "rider.txt" for explanation of Footnote 4.

(5) See attached document "rider2.txt" for explanation of Footnote 5.

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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