

MCGRATH RENTCORP  
Form 4  
March 06, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)  
03/02/2017

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)		
			Code	V	Amount or Price				
Common Stock	03/02/2017		M		1,160 (4)	A	\$ 0 16,593	I	Spouse's Holding
Common Stock	03/02/2017		M		1,040 (4)	A	\$ 0 17,633	I	Spouse's Holding
Common Stock	03/02/2017		F		808	D	\$ 34.57 16,825	I	Spouse's Holding
Common Stock	03/03/2017		M		2,496 (6)	A	\$ 0 19,321	I	Spouse's Holding
Common Stock	03/03/2017		F		931	D	\$ 34.18 18,390	I	Spouse's Holding

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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 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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/02/2017		A	1,400	<sup>(2)</sup>	03/02/2024	Common Stock
Stock Appreciation Right	\$ 34.57	03/02/2017		A	8,000	03/02/2018 <sup>(3)</sup>	03/02/2024	Common Stock
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/02/2017		A	3,000	<sup>(2)</sup>	03/02/2024	Common Stock
Stock Appreciation Right	\$ 34.57	03/02/2017		A	16,700	03/02/2018 <sup>(3)</sup>	03/02/2024	Common Stock
Restricted Stock Units	\$ 0	03/02/2017		M	1,160	02/29/2016 <sup>(5)</sup>	02/25/2020	Common Stock
Restricted Stock Unit	\$ 0	03/02/2017		M	1,040	03/02/2015 <sup>(5)</sup>	03/02/2019	Common Stock
Restricted Stock Units	\$ 0	03/03/2017		J <sup>(7)</sup>	1,400	<sup>(1)</sup>	03/03/2021	Common Stock
Restricted Stock Units	\$ 0	03/03/2017		M	2,496	<sup>(8)</sup>	03/03/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitney David M 5700 LAS POSITAS ROAD			VP, Controller,	

LIVERMORE, CA 94551

PAO

## Signatures

Randle Rose, POA for David  
Whitney

03/06/2017

\_\_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) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 10% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter.

(3) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.

(4) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.

The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2017 and therefore such date is determined to be the date exercisable.

(6) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 160% of one share of McGrath RentCorp common stock.

(7) Forfeiture of performance based RSUs awarded on 3/3/2014.

The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 3, 2017 and therefore such date is determined to be the date exercisable.

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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