

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 \*  
**Whitney David M**  
  
(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)

**5700 LAS POSITAS ROAD**  
  
(Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Controller, PAO

**LIVERMORE, CA 94551**

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

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

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

(City) (State) (Zip)

**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) | Amount (A) or (D) | Price    | 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 <sup>(1)</sup>     | 10/30/2015                           | Â  | P4                             | 64 <sup>(2)</sup>   | A                 | \$ 27.36 | 6,941  | D  | Â   |
| Common Stock <sup>(1)</sup>     | 10/30/2015                           | Â  | P4                             | 123 <sup>(2)</sup>  | A                 | \$ 27.36 | 14,858   | I  | Spouse's Holding                                      |
| Common Stock                    | 01/29/2016                           | Â  | P4                             | 77 <sup>(2)</sup>   | A                 | \$ 22.98 | 7,018  | D  | Â   |
| Common Stock                    | 01/29/2016                           | Â  | P4                             | 147 <sup>(2)</sup>  | A                 | \$ 22.98 | 15,005   | I  | Spouse's Holding                                      |

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|              |            |   |    |                                   |   |          |        |   |                  |
|--------------|------------|---|----|-----------------------------------|---|----------|--------|---|------------------|
| Common Stock | 04/29/2016 | Â | P4 | 85 <sup>(2)</sup> <sub>(3)</sub>  | A | \$ 24.68 | 7,103  | D | Â                |
| Common Stock | 04/29/2016 | Â | P4 | 163 <sup>(4)</sup> <sub>(2)</sub> | A | \$ 24.68 | 15,168 | I | Spouse's Holding |
| Common Stock | 07/29/2016 | Â | P4 | 67 <sup>(2)</sup> <sub>(5)</sub>  | A | \$ 31.86 | 7,170  | D | Â                |
| Common Stock | 07/29/2016 | Â | P4 | 128 <sup>(2)</sup> <sub>(6)</sub> | A | \$ 31.86 | 15,296 | I | Spouse's Holding |
| Common Stock | 10/31/2016 | Â | P4 | 72 <sup>(2)</sup> <sub>(7)</sub>  | A | \$ 29.98 | 7,242  | D | Â                |
| Common Stock | 10/31/2016 | Â | P4 | 137 <sup>(8)</sup> <sub>(2)</sub> | A | \$ 29.98 | 15,433 | I | Spouse's Holding |

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

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

## Reporting Owners

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

## Signatures

Randle Rose, POA for David Whitney  
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) The total ownership figure has also been adjusted in column 5 to reflect the allocation of shares that are beneficially owned by the reporting person and the reporting person's spouse.

(2) Represents the purchase of McGrath RentCorp common stock paid for with the proceeds of cash dividends received by the reporting person from his/her holdings of McGrath RentCorp common stock.

(3) The reporting person's purchase of McGrath RentCorp common stock reported on 04/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 85 shares, with the reporting person's sale of 1,217 shares of McGrath RentCorp common stock at a price of \$31.74 per share on 08/17/2016. The reporting person has paid to McGrath RentCorp \$604.35, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

(4) The reporting person's purchase of McGrath RentCorp common stock reported on 04/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 163 shares, with the reporting person's sale of 1,049 shares of McGrath RentCorp common stock at a price of \$31.74 per share on 08/17/2016. The reporting person has paid to McGrath RentCorp \$1,162.06, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

(5) The reporting person's purchase of McGrath RentCorp common stock reported on 07/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 67 shares, with the reporting person's sale of 1,133 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$777.87, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

(6) The reporting person's purchase of McGrath RentCorp common stock reported on 07/29/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 128 shares, with the reporting person's sale of 2,444 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$1,479.00, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

(7) The reporting person's purchase of McGrath RentCorp common stock reported on 10/31/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 72 shares, with the reporting person's sale of 1,133 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$827.86, representing the full amount of the profit realized in connection with this short-swing transaction, less transaction costs.

(8) The reporting person's purchase of McGrath RentCorp common stock reported on 10/31/2016 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 137 shares, with the reporting person's sale of 2,444 shares of McGrath RentCorp common stock at a price of \$36.1973 per share on 11/11/2016. The reporting person has paid to McGrath RentCorp \$1,598.74, 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.