Whitney David M Form 4 March 05, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

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obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *_ Whitney David M			2. Issuer Name <b>and</b> Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	t) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
5700 LAS POSITAS ROAD			03/01/2018	Officer (give title Other (specify below)		
				VP, Controller, PAO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LIVERMORE, CA 94551				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/01/2018		M	470	A	\$ 28.9	9,416	D	
Common Stock	03/01/2018		M	3,500	A	\$ 32.64	12,916	D	
Common Stock	03/01/2018		M	890	A	\$ 28.9	17,978	I	Spouse's Holding
Common Stock	03/01/2018		M	6,500	A	\$ 32.64	24,478	I	Spouse's Holding
Common Stock	03/01/2018		M	1,160 (4)	A	\$ 0	25,638	I	Spouse's Holding

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Common Stock	03/01/2018	F	497	D	\$ 50.62	12,419	D	
Common Stock	03/01/2018	D	2,526	D	\$ 50.62	9,893	D	
Common Stock	03/01/2018	F	932	D	\$ 50.62	24,706	I	Spouse's Holding
Common Stock	03/01/2018	D	4,701	D	\$ 50.62	20,005	I	Spouse's Holding
Common Stock	03/01/2018	F	402	D	\$ 49.96	19,603	I	Spouse's Holding
Common Stock	03/02/2018	M	1,782 (6)	A	\$ 0	21,385	I	Spouse's Holding
Common Stock	03/02/2018	F	618	D	\$ 50.57	20,767	I	Spouse's Holding
Common Stock	03/05/2018	S	2,457 (10)	D	\$ 49.8472	18,310	I	Spouse's Holding
Common Stock	03/05/2018	S	500 (11)	D	\$ 50.601	17,810	I	Spouse's Holding

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying So (Instr. 3 and 4
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
Restricted Stock Units	\$ 0	03/01/2018		A	1,000	03/01/2019(1)	03/01/2025	Common Stock
Restricted Stock Units	\$ 0	03/01/2018		A	1,000	<u>(3)</u>	03/01/2025	Common Stock
Restricted	\$ 0	03/01/2018		A	1,900	03/01/2019(1)	03/01/2025	Common

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Stock Units							Stock
Restricted Stock Units	\$ 0	03/01/2018	A	1,900	<u>(3)</u>	03/01/2025	Common Stock
Stock Appreciation Right	\$ 28.9	03/01/2018	M	470	02/25/2014	02/25/2020	Common Stock
Stock Appreciation Right	\$ 32.64	03/01/2018	М	3,500	03/03/2015	03/03/2021	Common Stock
Stock Appreciation Right	\$ 28.9	03/01/2018	М	890	02/25/2014	02/25/2020	Common Stock
Stock Appreciation Right	\$ 32.64	03/01/2018	М	6,500	03/03/2015	03/03/2021	Common Stock
Restricted Stock Units	\$ 0	03/01/2018	М	1,160	<u>(5)</u>	02/25/2020	Common Stock
Restricted Stock Units	\$ 0	03/02/2018	M	1,782	<u>(7)</u>	03/02/2015	Common Stock
Restricted Stock Units	\$ 0	03/02/2018	J <u>(8)</u>	1,400	<u>(9)</u>	03/02/2022	Common Stock

## **Reporting Owners**

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

### **Signatures**

Kay Dashner, POA for David Whitney 03/05/2018

\*\*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 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.
- (2) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- (3) 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

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- the performance goal is satisfied.
- (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

  (5) anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March

  1, 2018 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 110% 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
  (7) anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March
  2, 2018 and therefore such date is determined to be the date exercisable.
- (8) Forfeiture of performance based RSUs awarded on 3/2/2015.
- (9) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$50.495, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (10) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.595 to \$50.625, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (11) to this Form 4.

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.