

DAWSON WILLIAM J
Form 4
March 01, 2007

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DAWSON WILLIAM J

(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)
02/28/2007

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)

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 (A) or (D) Price			
Common Stock	02/28/2007		M		10,000 A \$ 10.8438	14,000	D	
Common Stock	02/28/2007		M		8,000 A \$ 9.125	22,000	D	
Common Stock	02/28/2007		S		100 D \$ 29.99	21,900	D	
Common Stock	02/28/2007		S		124 D \$ 29.97	21,776	D	
Common Stock	02/28/2007		S		276 D \$ 29.95	21,500	D	
	02/28/2007		S		500 D \$ 29.92	21,000	D	

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Common Stock							
Common Stock	02/28/2007	S	200	D	\$ 29.91	20,800	D
Common Stock	02/28/2007	S	100	D	\$ 29.9	20,700	D
Common Stock	02/28/2007	S	300	D	\$ 29.89	20,400	D
Common Stock	02/28/2007	S	200	D	\$ 29.88	20,200	D
Common Stock	02/28/2007	S	300	D	\$ 29.87	19,900	D
Common Stock	02/28/2007	S	100	D	\$ 29.86	19,800	D
Common Stock	02/28/2007	S	100	D	\$ 29.85	19,700	D
Common Stock	02/28/2007	S	400	D	\$ 29.84	19,300	D
Common Stock	02/28/2007	S	420	D	\$ 29.83	18,880	D
Common Stock	02/28/2007	S	900	D	\$ 29.82	17,980	D
Common Stock	02/28/2007	S	2,684	D	\$ 29.81	15,296	D
Common Stock	02/28/2007	S	336	D	\$ 29.8	14,960	D
Common Stock	02/28/2007	S	960	D	\$ 29.79	14,000	D
Common Stock	02/28/2007	S	700	D	\$ 29.78	13,300	D
Common Stock	02/28/2007	S	1,917	D	\$ 29.77	11,383	D
Common Stock	02/28/2007	S	2,083	D	\$ 29.76	9,300	D
Common Stock	02/28/2007	S	4,900	D	\$ 29.75	4,400	D
Common Stock	02/28/2007	S	100	D	\$ 29.73	4,300	D
Common Stock	02/28/2007	S	100	D	\$ 29.68	4,200	D
	02/28/2007	S	200	D	\$ 29.65	4,000	D

Common
Stock

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 10.844	02/28/2007		M	10,000	08/17/1999 08/16/2008	Common Stock 10,000
Stock Option	\$ 9.125	02/28/2007		M	8,000	12/22/2000 12/21/2009	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DAWSON WILLIAM J
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

Signatures

Randle Rose, POA for William
Dawson

03/01/2007

**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).

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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