

MCGRATH RENTCORP

Form 4

March 02, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(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)

02/29/2016

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)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/29/2016		M	601 ⁽²⁾ A \$ 0	7,648	D	
Common Stock	02/29/2016		M	3,480 ⁽³⁾ A \$ 0	16,890	I	Spouse's Holding
Common Stock	02/29/2016		F	264 D \$ 24.6	7,384	D	
Common Stock	02/29/2016		F	1,302 D \$ 24.6	15,588	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 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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 24.6	02/29/2016		A		20,100		03/01/2017 ⁽¹⁾	03/01/2023	Common Stock
Stock Appreciation Right	\$ 24.6	02/29/2016		A		38,100		03/01/2017 ⁽¹⁾	03/01/2023	Common Stock
Restricted Stock Units	\$ 0	02/29/2016		J ⁽⁴⁾		1,600		⁽⁵⁾	02/25/2020	Common Stock
Restricted Stock Units	\$ 0	02/29/2016		M		601		⁽⁶⁾	02/25/2018	Common Stock
Restricted Stock Units	\$ 0	02/29/2016		M		3,480		⁽⁶⁾	02/25/2020	Common Stock

Reporting Owners

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

Signatures

Randle Rose, POA for David
Whitney

03/02/2016

 **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) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (2) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 188% of one share of McGrath RentCorp common stock.
- (3) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.
- (4) Forfeiture of performance based RSUs awarded on 2/25/2013.
- (5) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
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 February 29, 2016 and therefore such date is determined to be the date exercisable.
- (6)

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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