MCGRATH RENTCORP
Form 4
March 06, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN TREASE KRISTINA

(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 & Division Manager

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN TREASE KRISTINA 5700 LAS POSITAS ROAD			VP & Division Manager	

LIVERMORE, CA 94551

Signatures

Randle F. Rose POA for Kristina Van Trease	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) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.

(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 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.

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

(5) 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) 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.

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

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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