ROSE RANDLE F Form 4 March 06, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROSE RANDLE F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MCGRATH RENTCORP [MGRC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title

10% Owner

5700 LAS POSITAS ROAD

(Month/Day/Year)

below)

Other (specify

03/02/2012

SVP and CAO

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

LIVERMORE, CA 94551

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Month/Day/Year) (Instr. 8) Acquired

	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Stock Appreciation Right	\$ 31.35	03/02/2012	A		7,700		03/02/2013(1)	03/02/2019	Common Stock	7,
Restricted Stock Unit (2)	\$ 0	03/02/2012	A		2,700		(3)	03/02/2019	Common Stock	2,

# **Reporting Owners**

Price of

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
ROSE RANDLE F			SVP				
5700 LAS POSITAS ROAD			and				
LIVERMORE, CA 94551			CAO				

### **Signatures**

(Instr. 3)

Randle Rose 03/06/2012

\*\*Signature of 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) 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.

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.

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