

Hawkins Philip B
Form 4
March 06, 2019

FORM 4

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

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).

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 *
Hawkins Philip B

(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)
03/04/2019

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/04/2019		M	1,240 A \$ 0	5,393	D	
Common Stock	03/04/2019		F	292 D \$ 60.04	5,101	D	
Common Stock	03/05/2019		M	4,380 A \$ 32.64	9,481	D	
Common Stock	03/05/2019		M	2,960 A \$ 31.99	12,441	D	
Common Stock	03/05/2019		M	8,960 A \$ 24.6	21,401	D	

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Common Stock	03/05/2019	M	3,520	A	\$ 34.57	24,921	D
Common Stock	03/05/2019	F	2,468	D	\$ 60.04	22,453	D
Common Stock	03/05/2019	D	9,659	D	\$ 60.04	12,794	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0	03/04/2019		M	1,240	<u>(1)</u>	03/02/2022	Common Stock	1,240
Stock Appreciation Right	\$ 32.64	03/05/2019		M	4,380	03/03/2015	03/03/2021	Common Stock	4,380
Stock Appreciation Right	\$ 31.99	03/05/2019		M	2,960	03/02/2016	03/02/2022	Common Stock	2,960
Stock Appreciation Right	\$ 24.6	03/05/2019		M	8,960	03/01/2017	03/01/2023	Common Stock	8,960
Stock Appreciation Right	\$ 34.57	03/05/2019		M	3,520	03/02/2018	03/02/2024	Common Stock	3,520

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Hawkins Philip B
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

VP & Division Manager

Signatures

Kay Dashner, POA for Philip B.
Hawkins

03/06/2019

__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).

The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary (1) thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 4, 2019 and therefore such date is determined to be the date exercisable.

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.