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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U S A  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 54,744
	(6)	SHARED VOTING POWER 2,087,756
	(7)	SOLE DISPOSITIVE POWER 0
	(8)	SHARED DISPOSITIVE POWER 2,087,756

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,173,162  
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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]  
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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
17.6%  
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(12) TYPE OF REPORTING PERSON\*  
IN  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER  
McGrath RentCorp  
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ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5700 Las Positas Road, Livermore, CA 94550  
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ITEM 2(A). NAME OF PERSON (S) FILING  
Robert P. McGrath  
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ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
5700 Las Positas Road, Livermore, CA 94550  
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ITEM 2(C). CITIZENSHIP  
United States of America

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ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

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ITEM 2(E). CUSIP NUMBER  
580589-10-9

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B),  
CHECK WHETHER THE PERSON FILING IS A

- (a) / / Broker or Dealer registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) / / Insurance Company as defined in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment Company Act
- (e) / / Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) (Note: See Item 7)
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

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ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

2,173,162

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(b) Percent of Class:

17.6%

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

54,744

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- (ii) shared power to vote or to direct t the vote  
2,087,756  
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- (iii) sole power to dispose or to direct the disposition of  
0  
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- (iv) shared power to dispose or to direct the disposition of  
2,087,756  
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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N / A  
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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N / A  
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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N / A  
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ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N / A  
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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002

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(Date)

/s/ Robert P. McGrath

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(Signature)

Robert P. McGrath,  
Chief Executive Officer

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(Name/Title)