

VAN TREASE KRISTINA
 Form 4
 December 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
 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)
 12/05/2011

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)
 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	Price			
Common Stock	12/05/2011		M		1,082	\$ 11.735	14,072	D	
Spouses Common Stock	12/05/2011		M		1,200	\$ 15.285	10,090	I	Spouses Holding
Common Stock	12/05/2011		S		1,082 <u>(1)</u>	\$ 28.1277	12,990	D	
Spouses Common Stock	12/05/2011		S		1,200 <u>(1)</u>	\$ 28.125	8,890	I	Spouses Holding
	12/07/2011		M		4,906	\$ 11.735	17,896	D	

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Common Stock								
Spouses Common Stock	12/07/2011	M	1,481	A	\$ 15.285	10,371	I	Spouses Holding
Common Stock	12/07/2011	S	<u>4,906</u> (2)	D	\$ 28.0637	12,990	D	
Spouses Common Stock	12/07/2011	S	<u>1,481</u> (3)	D	\$ 28.0342	8,890	I	Spouses Holding

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V	(A)	(D)		
Stock Option	\$ 11.735	12/05/2011		M		1,082	03/20/2004 03/20/2013	Common Stock	1,082
Stock Option	\$ 15.285	12/05/2011		M		1,200	03/08/2005 03/08/2014	Spouses Common Stock	1,200
Stock Option	\$ 11.735	12/07/2011		M		4,906	03/20/2004 03/20/2013	Common Stock	4,906
Stock Option	\$ 15.285	12/07/2011		M		1,481	03/08/2005 03/08/2014	Spouses Common Stock	1,481

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

VAN TREASE KRISTINA
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

VP & Division Manager

Signatures

Randle F. Rose POA for Kristina Van
Trease

12/07/2011

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.10 to \$28.16, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.10, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.11, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

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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