MCGRATH ROBERT P

Form 4 June 09, 2005

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:

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obligations may continue. See Instruction

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 * MCGRATH ROBERT P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

5700 LAS POSITAS RD.

MCGRATH RENTCORP [MGRC]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director Officer (give title _X__ 10% Owner _ Other (specify

06/07/2005

below) Chairman of the Board

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

LIVERMORE, CA 94551

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) actiomr Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/07/2005		Code V D	Amount 100	(D) D	Price \$ 22.99	(Instr. 3 and 4) 2,577,400	D (1)	
Common Stock	06/07/2005		D	1,900	D	\$ 23	2,575,500	D (1)	
Common Stock	06/07/2005		D	1,400	D	\$ 23.01	2,574,100	D (1)	
Common Stock	06/07/2005		D	500	D	\$ 23.02	2,573,600	D (1)	
Common Stock	06/07/2005		D	700	D	\$ 23.03	2,572,900	D (1)	

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06/07/2005	D	400	D	\$ 23.04	2,572,500	D (1)
06/07/2005	D	875	D	\$ 23.05	2,571,625	D (1)
06/07/2005	D	400	D	\$ 23.06	2,571,225	D (1)
06/07/2005	D	700	D	\$ 23.07	2,570,525	D (1)
06/07/2005	D	501	D	\$ 23.08	2,570,024	D (1)
06/07/2005	D	1,129	D	\$ 23.09	2,568,895	D (1)
06/07/2005	D	1,195	D	\$ 23.1	2,567,700	D (1)
06/08/2005	D	128,392	D	\$ 23	2,439,308	D (1)
06/08/2005	D	98,415	D	\$ 23.05	2,340,893	D (1)
06/08/2005	D	466	D	\$ 23.06	2,340,427	D (1)
06/08/2005	D	169	D	\$ 23.07	2,340,258	D (1)
06/08/2005	D	400	D	\$ 23.08	2,339,858	D (1)
06/08/2005	D	2,258	D	\$ 23.1	2,337,600	D (1)
06/08/2005	D	100	D	\$ 23.24	2,337,500	D (1)
	06/07/2005 06/07/2005 06/07/2005 06/07/2005 06/07/2005 06/07/2005 06/08/2005 06/08/2005 06/08/2005 06/08/2005	06/07/2005 D 06/07/2005 D 06/07/2005 D 06/07/2005 D 06/07/2005 D 06/07/2005 D 06/08/2005 D	06/07/2005 D 875 06/07/2005 D 400 06/07/2005 D 700 06/07/2005 D 501 06/07/2005 D 1,129 06/07/2005 D 1,195 06/08/2005 D 98,415 06/08/2005 D 466 06/08/2005 D 169 06/08/2005 D 400 06/08/2005 D 2,258	06/07/2005 D 875 D 06/07/2005 D 400 D 06/07/2005 D 700 D 06/07/2005 D 501 D 06/07/2005 D 1,129 D 06/07/2005 D 1,195 D 06/08/2005 D 128,392 D 06/08/2005 D 98,415 D 06/08/2005 D 466 D 06/08/2005 D 169 D 06/08/2005 D 400 D 06/08/2005 D 2,258 D	06/07/2005 D 875 D \$ 23.05 06/07/2005 D 400 D \$ 23.06 06/07/2005 D 700 D \$ 23.07 06/07/2005 D 501 D \$ 23.08 06/07/2005 D 1,129 D \$ 23.09 06/07/2005 D 1,195 D \$ 23.1 06/08/2005 D 128,392 D \$ 23.1 06/08/2005 D 98,415 D \$ 23.05 06/08/2005 D 466 D \$ 23.06 06/08/2005 D 400 D \$ 23.07 06/08/2005 D 2,258 D \$ 23.1 06/08/2005 D 2,258 D \$ 23.1	06/07/2005 D 875 D \$ 23.05 2,571,625 06/07/2005 D 400 D \$ 23.06 2,571,225 06/07/2005 D 700 D \$ 23.07 2,570,525 06/07/2005 D 501 D \$ 23.08 2,570,024 06/07/2005 D 1,129 D \$ 23.09 2,568,895 06/07/2005 D 1,195 D \$ 23.1 2,567,700 06/08/2005 D 128,392 D \$ 23 2,439,308 06/08/2005 D 98,415 D \$ 23.05 2,340,893 06/08/2005 D 466 D \$ 23.06 2,340,427 06/08/2005 D 169 D \$ 23.07 2,340,258 06/08/2005 D 400 D \$ 23.08 2,339,858 06/08/2005 D 2,258 D \$ 23.1 2,337,600

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)]
	Derivative				Securities	3	(Instr. 3 and 4)		(
	Security				Acquired				J
					(A) or]

9. Nu Deriv Secur Bene Own Follo Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

Number

Trans

(Insti

of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting O When I wante / I wante of	Director	10% Owner	Officer	Other			
MCGRATH ROBERT P 5700 LAS POSITAS RD. LIVERMORE, CA 94551	X	X	Chairman of the Board				

Signatures

/s/ Randle F. Rose for Robert P. McGrath

06/09/2005

**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) Held in Trust with Joan McGrath

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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