

VAN TREASE KRISTINA

Form 4

March 01, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
VAN TREASE KRISTINA2. Issuer Name and Ticker or Trading
Symbol
MCGRATH RENTCORP [MGRC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5700 LAS POSITAS ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2011____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

VP & Division Manager

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
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 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V Amount (D) Price | | | |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|---|------------------------------------|------------------|------------|---|-------|-----|---------------------------|--------------------|-----------------|--|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares | |
| Stock Appreciation Right | \$ 27.99 | 02/25/2011 | A | | 6,900 | | 02/25/2012 ⁽¹⁾ | 02/25/2018 | Common Stock | | 6,900 | |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 02/25/2011 | A | | 2,500 | | ⁽³⁾ | 02/25/2018 | Common Stock | | 2,500 | |
| Stock Appreciation Right | \$ 27.99 | 02/25/2011 | A | | 4,400 | | 02/25/2012 ⁽⁴⁾ | 02/25/2018 | Common Stock | | 4,400 | |
| Restricted Stock Units ⁽⁵⁾ | \$ 0 | 02/25/2011 | A | | 1,600 | | ⁽⁶⁾ | 02/25/2018 | Common Stock | | 1,600 | |

Reporting Owners

| Reporting Owner Name / Address | 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 03/01/2011

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) 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.
- (4) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (5) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

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- (6) 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.

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