

Skenesky John P
 Form 4
 March 07, 2018

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 *
 Skenesky John P

(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)
 03/05/2018

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 and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/05/2018		M		1,335	A	\$ 28.9
Common Stock	03/05/2018		M		3,000	A	\$ 34.57
Common Stock	03/05/2018		M		5,715	A	\$ 24.6
Common Stock	03/05/2018		M		1,890	A	\$ 31.99
Common Stock	03/05/2018		M		1,395	A	\$ 32.64
							7,722
							10,722
							16,437
							18,327
							19,722

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Common Stock	03/05/2018	F	1,378	D	\$ 50.57	18,344	D
Common Stock	03/05/2018	D	7,692	D	\$ 50.57	10,652	D
Common Stock	03/07/2018	S	<u>4,265</u> (1)	D	\$ 50.9833	6,387	D

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Appreciation Right	\$ 28.9	03/05/2018		M	1,335	02/25/2014 02/25/2020	Common Stock	1,335
Stock Appreciation Right	\$ 34.57	03/05/2018		M	3,000	03/02/2018 03/02/2024	Common Stock	3,000
Stock Appreciation Right	\$ 24.6	03/05/2018		M	5,715	03/01/2017 03/01/2023	Common Stock	5,715
Stock Appreciation Right	\$ 31.99	03/05/2018		M	1,890	03/02/2016 03/02/2022	Common Stock	1,890
Stock Appreciation Right	\$ 32.64	03/05/2018		M	1,395	03/03/2015 03/03/2021	Common Stock	1,395

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Skenesky John P 5700 LAS POSITAS ROAD LIVERMORE, CA 94551			VP and Division Manager	

Signatures

Kay Dashner, POA for John P. Skenesky	03/07/2018
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__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 \$50.85 to \$51.20, 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.

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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