#### MCGRATH ROBERT P

Form 4

December 14, 2005

## FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

See Instruction

1(b).

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 * MCGRATH ROBERT P			2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	st) (Middle) 3. Date of Earliest Transaction		(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
5700 LAS POSITAS RD.			12/12/2005	Officer (give title Other (specify below)  Chairman of the Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
LIVERMOR	RE, CA 9455	51		Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/12/2005		S	1,256	D	\$ 28	2,266,527	D (1)	
Common Stock	12/12/2005		S	3,644	D	\$ 28.03	2,262,883	D (1)	
Common Stock	12/12/2005		S	400	D	\$ 28.05	2,262,483	D (1)	
Common Stock	12/12/2005		S	900	D	\$ 28.06	2,261,583	D (1)	
Common Stock	12/12/2005		S	100	D	\$ 28.07	2,261,483	D (1)	

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Common Stock	12/12/2005	S	100	D	\$ 28.1 2,261,383 D (1)
Common Stock	12/12/2005	S	500	D	\$ 2,260,883 D (1)
Common Stock	12/12/2005	S	1,000	D	\$ 2,259,883 D (1)
Common Stock	12/12/2005	S	200	D	\$ 2,259,683 D (1)
Common Stock	12/14/2005	S	3,652	D	\$ 28 2,256,031 D (1)
Common Stock	12/14/2005	S	468	D	\$ 2,255,563 D (1)
Common Stock	12/14/2005	S	300	D	\$ 2,255,263 D (1)
Common Stock	12/14/2005	S	1,303	D	\$ 2,253,960 D (1)
Common Stock	12/14/2005	S	375	D	\$ 2,253,585 D (1)
Common Stock	12/14/2005	S	100	D	\$ 2,253,485 D (1)
Common Stock	12/14/2005	S	150	D	\$ 2,253,335 D (1)
Common Stock	12/14/2005	S	100	D	\$ 28.1 2,253,235 D (1)
Common Stock	12/14/2005	S	800	D	\$ 28.12 2,252,435 D (1)
Common Stock	12/14/2005	S	100	D	\$ 2,252,335 D (1)
Common Stock	12/14/2005	S	152	D	\$ 2,252,183 D (1)
Common Stock	12/14/2005	S	100	D	\$ 28.2 2,252,083 D (1)

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

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SEC 1474 (9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCGRATH ROBERT P 5700 LAS POSITAS RD. LIVERMORE, CA 94551	X		Chairman of the Board					
MCGRATH JOAN M 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	X							
Signatures								

### **Signatures**

/s/ Randle F. Rose for Robert and Joan McGrath

12/14/2005

\*\*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 by Robert and 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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