

MCGRATH RENTCORP

Form 4

March 06, 2014

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

Check this box
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
03/03/2014

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)
X 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	(A) or (D) Price			
Common Stock							12,070	I	By KSOP
Common Stock							2,752	I	Spouses KSOP
Common Stock	03/03/2014		M		1,805 ⁽⁴⁾	A \$ 0	8,410	I	Spouse's Holding
Common Stock	03/03/2014		F		663	D \$ 32.64	7,747	I	Spouse's Holding

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)

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 32.64	03/03/2014		A		9,300		03/03/2015 ⁽¹⁾	03/03/2021	Common Stock
Restricted Stock Units ⁽²⁾	\$ 0	03/03/2014		A		2,600		⁽³⁾	03/03/2021	Common Stock
Stock Appreciation Right	\$ 32.64	03/03/2014		A		4,900		03/03/2015 ⁽¹⁾	03/03/2021	Common Stock
Restricted Stock Units ⁽²⁾	\$ 0	03/03/2014		A		1,400		⁽³⁾	03/03/2021	Common Stock
Restricted Stock Units	\$ 0	03/03/2014		M		1,805		03/03/2014 ⁽⁵⁾	02/25/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	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 03/05/2014

 **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.

Unless earlier forfeited, each performance based RSU vests and converts into no less than 10% and no more than 200% of one share of

(3) McGrath RentCorp common stock. The RSUs vest 60% at the end of the three-year performance period if the performance goals are satisfied; then 20% vests each anniversary thereafter.

(4) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 188% of one share of McGrath RentCorp common stock.

The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary

(5) thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 3, 2014 and therefore such date is determined to be the date exercisable.

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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