

MCGRATH RENTCORP  
Form 4  
December 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Whitney David M

(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)  
11/30/2006

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, Controller, PAO

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					9,890	D	
ESOP					1,128	I	ESOP
ESOP					9,928	I	Spouses ESOP Holding
Spouses Common Stock	11/30/2006		M	5,000 A \$ 11.735	11,040	I	Spouses Holding
Spouses Common	11/30/2006		S	5,000 D \$ 31.5	6,040	I	Spouses Holding

Stock

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.**

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(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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.175					01/14/2006 <sup>(1)</sup>	01/14/2015	Spouses Common Stock	16,000
Stock option	\$ 29.56					01/20/2007 <sup>(2)</sup>	01/20/2016	Spouses Common Stock	13,000
Stock Option	\$ 9.125					11/18/2000 <sup>(3)</sup>	11/18/2009	Spouses Common Stock	4,950
Stock Option	\$ 15.285					03/08/2005 <sup>(4)</sup>	03/08/2014	Spouses Common Stock	20,000
Stock Option	\$ 9.6875					09/25/2001 <sup>(5)</sup>	09/25/2010	Spouses Common Stock	17,500
Stock Option	\$ 11.735	11/30/2006		M	5,000	03/20/2004 <sup>(6)</sup>	03/20/2013	Spouses Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Whitney David M  
5700 LAS POSITAS ROAD  
LIVERMORE, CA 94551

VP,  
Controller,  
PAO

## Signatures

David Whitney                      12/04/2006

    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 after one year; 5% vests each quarter thereafter.
  - (2) 20% vests after one year; 5% vests each quarter thereafter.
  - (3) 20% vests after one year; 5% vests each quarter thereafter.
  - (4) 20% vests after one year; 5% vests each quarter thereafter.
  - (5) 20% vests after one year; 5% vests each quarter thereafter.
  - (6) 20% vests after one year; 5% vests each quarter 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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