

MCGRATH RENTCORP

Form 4

March 04, 2015

**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 \*  
Adler Steven H

(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)

03/02/2015

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)

President, Adler Tank Rentals

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 325                                                                                                                | I                                                                    | By KSOP                                 |
| Common<br>Stock                       | 03/02/2015                              |                                                             | M                                    |                                                                         | 400                                                                                                                | A                                                                    | \$ 0 24,584                             |
| Common<br>Stock                       | 03/02/2015                              |                                                             | M                                    |                                                                         | 1,200                                                                                                              | A                                                                    | \$ 0 25,784                             |
| Common<br>Stock                       | 03/02/2015                              |                                                             | F                                    |                                                                         | 435                                                                                                                | D                                                                    | \$ 31.99 25,349                         |

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.**

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 Amount of Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0                                                   | 03/02/2015                           |                                                    | M                              |                                                                                         | 400                                                      |     | 03/02/2015 <sup>(1)</sup>                                     | 02/26/2017      | Common Stock | 400                        |
| Restricted Stock Units                     | \$ 0                                                   | 03/02/2015                           |                                                    | M                              |                                                                                         | 1,200                                                    |     | 03/02/2015 <sup>(1)</sup>                                     | 02/25/2018      | Common Stock | 1,200                      |
| Restricted Stock Unit                      | \$ 0                                                   | 03/02/2015                           |                                                    | J <sup>(2)</sup>               |                                                                                         | 3,200                                                    |     | <sup>(3)</sup>                                                | 03/02/2019      | Common Stock | 3,200                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                     |       |
|----------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                             | Other |
| Adler Steven H<br>5700 LAS POSITAS ROAD<br>LIVERMORE, CA 94551 |               |           | President,<br>Adler Tank<br>Rentals |       |

## Signatures

Randle F. Rose, POA for Steven Adler 03/04/2015

\_\_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 RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2015 and

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therefore such date is determined to be the date exercisable.

(2) Forfeiture of performance based RSUs awarded on 3/2/2012.

(3) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

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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