MCGRATH ROBERT P

Form 4

March 11, 2009

FORM 4

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

OMB 3235-0287 Number:

Expires:

5 D 1 (1 CD (D () () ()

OMB APPROVAL

January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

03/10/2009

03/10/2009

(Print or Type Responses)

1 Name and Address of Departing Day

	Address of Reporting H ROBERT P	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol			Č	5. Relationship of Reporting Person(s) to Issuer				
			MCGRATH RENTCORP [MGRC]					(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction								
			(Month/Day/Year)					_X_ Director		Owner	
5700 LAS POSITAS RD.		03/10/2009					Officer (give below)	below)	r (specify		
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or Joint/Group Filing(Check			
File			Filed(Mor	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LIVERMO	RE, CA 94551							Person	iore than One Re	porung	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of	2. Transaction Date	e 2A. Deei	med	3.	4. Securit		_	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)		n Date, if		on(A) or Dis	•		Securities	Ownership	Indirect	
(Instr. 3)		any (Month/	Day/Vaam)	Code (Instr. 8)				Beneficially Owned	Form: Direct (D) or		
		(Monun)	Day/Year)	(IIIstr. 8)				Following	Indirect (I)	Ownership (Instr. 4)	
								Reported	(Instr. 4)	(1115411 1)	
						(A)		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	02/10/2000			D	20.614		\$	1 122 507	D (4)		
Stock	03/10/2009			P	39,614	A	13.22 (1)	1,133,597	D (4)		

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

P

P

41,535 A

18,851 A

14.33

15.11

(2)

\$

(3)

1,175,132

1,193,983

 $D^{(4)}$

 $D^{(4)}$

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date E	Expiration Date		mber	
						Exercisable		Title Number of	illoci	
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
MCGRATH ROBERT P 5700 LAS POSITAS RD.	X					
LIVERMORE, CA 94551	21					

Signatures

Randle F. Rose POA for Robert
McGrath
03/11/2009

**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).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.75 to \$13.74, inclusive. The reporting person undertakes to provide 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 purchased at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.75 to \$14.74, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.75 to \$15.49, inclusive.
- (4) All shares held in Trust by Robert and Joan McGrath, except for 4,000 Restricted Stock Units for Mr. McGrath vesting on 3/29/2010. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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