

DAWSON WILLIAM J
Form 4
March 01, 2007

FORM 4

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

OMB APPROVAL

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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 *
DAWSON WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
MCGRATH RENTCORP [MGRC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5700 LAS POSITAS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

LIVERMORE, CA 94551

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price			
Common Stock	02/28/2007		M		A \$ 10,000 10.8438	14,000	D	
Common Stock	02/28/2007		M		A \$ 9.125	22,000	D	
Common Stock	02/28/2007		S		D \$ 29.99	21,900	D	
Common Stock	02/28/2007		S		D \$ 29.97	21,776	D	
Common Stock	02/28/2007		S		D \$ 29.95	21,500	D	
	02/28/2007		S		D \$ 29.92	21,000	D	

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Common Stock							
Common Stock	02/28/2007	S	200	D	\$ 29.91	20,800	D
Common Stock	02/28/2007	S	100	D	\$ 29.9	20,700	D
Common Stock	02/28/2007	S	300	D	\$ 29.89	20,400	D
Common Stock	02/28/2007	S	200	D	\$ 29.88	20,200	D
Common Stock	02/28/2007	S	300	D	\$ 29.87	19,900	D
Common Stock	02/28/2007	S	100	D	\$ 29.86	19,800	D
Common Stock	02/28/2007	S	100	D	\$ 29.85	19,700	D
Common Stock	02/28/2007	S	400	D	\$ 29.84	19,300	D
Common Stock	02/28/2007	S	420	D	\$ 29.83	18,880	D
Common Stock	02/28/2007	S	900	D	\$ 29.82	17,980	D
Common Stock	02/28/2007	S	2,684	D	\$ 29.81	15,296	D
Common Stock	02/28/2007	S	336	D	\$ 29.8	14,960	D
Common Stock	02/28/2007	S	960	D	\$ 29.79	14,000	D
Common Stock	02/28/2007	S	700	D	\$ 29.78	13,300	D
Common Stock	02/28/2007	S	1,917	D	\$ 29.77	11,383	D
Common Stock	02/28/2007	S	2,083	D	\$ 29.76	9,300	D
Common Stock	02/28/2007	S	4,900	D	\$ 29.75	4,400	D
Common Stock	02/28/2007	S	100	D	\$ 29.73	4,300	D
Common Stock	02/28/2007	S	100	D	\$ 29.68	4,200	D
	02/28/2007	S	200	D	\$ 29.65	4,000	D

Common
Stock

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

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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	\$ 10.844	02/28/2007		M	10,000	08/17/1999	08/16/2008	Common Stock	10,000
Stock Option	\$ 9.125	02/28/2007		M	8,000	12/22/2000	12/21/2009	Common Stock	8,000

Reporting Owners

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

DAWSON WILLIAM J
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

Signatures

Randle Rose, POA for William
Dawson

03/01/2007

__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).

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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