

PRATT KEITH E
Form 4
February 27, 2013

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 *
PRATT KEITH E

(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)

02/25/2013

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)

Sr VP and CFO

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					600	I	By KSOP
Common Stock	02/25/2013		M		1,050 A \$ 20.71	D	
Common Stock	02/25/2013		S		1,050 (4) D \$ 29.8095	D	
Common Stock	02/26/2013		M		8,400 (5) A \$ 0	D	
Common Stock	02/26/2013		F		3,168 D \$ 29.28	D	

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

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 28.9	02/25/2013		A	18,300	02/25/2014 ⁽¹⁾		02/25/2020		Common Stock
Restricted Stock Units ⁽²⁾	\$ 0	02/25/2013		A	6,100	⁽³⁾		02/25/2020		Common Stock
Stock Option	\$ 20.71	02/25/2013		M		02/25/2009	1,050	02/25/2015		Common Stock
Restricted Stock Units	\$ 0	02/26/2013		M		02/26/2013 ⁽⁶⁾	8,400	02/26/2017		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRATT KEITH E 5700 LAS POSITAS ROAD LIVERMORE, CA 94551			Sr VP and CFO	

Signatures

Randle Rose, POA for Keith Pratt 02/27/2013

**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.

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- (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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.80

- (4) to 30.00, inclusive. The reporting person undertakes to provide to 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 sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

- (5) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.

- (6) 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.

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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