

ROSE RANDLE F
Form 4
December 09, 2010

FORM 4

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

OMB APPROVAL

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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 *
ROSE RANDLE F

(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)

12/07/2010

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)
SVP and CAO

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	(D)	Price
Common Stock					5,072	I	ESOP
Common Stock	12/07/2010		M		15,985	A	\$ 20.71
Common Stock	12/07/2010		M		1,400	A	\$ 15.62
Common Stock	12/07/2010		S		17,385	D	\$ 28.1519
Common Stock	12/08/2010		M		8,523	A	\$ 22.175

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Common Stock	12/08/2010	M	3,815	A	\$ 20.71	15,338	D
Common Stock	12/08/2010	S	<u>12,338</u> (2)	D	\$ 28.1314	3,000	D
Common Stock	12/09/2010	M	1,100	A	\$ 22.175	4,100	D
Common Stock	12/09/2010	S	<u>1,100</u> (3)	D	\$ 28.0345	3,000	D

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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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	\$ 20.71	12/07/2010		M	15,985	02/25/2009 02/25/2015	Common Stock 15,985
Stock Option	\$ 15.62	12/07/2010		M	1,400	02/27/2010 02/27/2016	Common Stock 1,400
Officer Right to Buy	\$ 22.175	12/08/2010		M	8,523	01/14/2006 01/14/2015	Common Stock 8,523
Stock Option	\$ 20.71	12/08/2010		M	3,815	02/25/2009 02/25/2015	Common Stock 3,815
Officer Right to Buy	\$ 22.175	12/09/2010		M	1,100	01/14/2006 01/14/2015	Common Stock 1,100

Reporting Owners

Reporting Owner Name / Address

Relationships

