

General Finance CORP  
 Form 4  
 December 18, 2013

**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 \*  
 Dunmyer James P

(Last) (First) (Middle)  
 9155 HARRISON PARK COURT  
 (Street)

INDIANAPOLIS, IN 46216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 General Finance CORP [GFN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/17/2013

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)  
 VP of Finance of Pac-Van, Inc.

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	12/17/2013		A		700	A	
					\$ 6.4		
					21,928		D

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

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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)**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 6.5	10/01/2008		A		28,000	10/01/2009 10/01/2019	Common Stock	28,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 1.28	01/26/2010		A		10,000	06/30/2011 01/26/2020	Common Stock	10,000
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 1.06	09/15/2010		A		8,000	06/10/2014 09/15/2020	Common Stock	8,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 3	06/23/2011		A		8,000	09/30/2014 06/23/2021	Common Stock	8,000
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 3.15	06/07/2012		A		8,000	09/30/2015 06/23/2022	Common Stock	8,000
Stock Option (Right to Buy) <sup>(6)</sup>	\$ 4.43	06/07/2013		A		6,000	06/07/2014 06/07/2023	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunmyer James P 9155 HARRISON PARK COURT INDIANAPOLIS, IN 46216			VP of Finance of Pac-Van, Inc.	

## Signatures

Christopher A Wilson, attorney-in-fact for James P  
Dunmyer

12/18/2013

\_\_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).

Of the total 28,000 stock options (a) 11,200 stock options will vest in five equal installments beginning on October 1, 2009, provided that the employee is employed as of each such anniversary and (b) 3,360 stock options will be eligible for vesting upon the attainment of

- (1) performance criteria on the first anniversary of the date audited financial statements are approved by the audit committee for fiscal year 2009, with 3,360 stock options eligible for vesting on each of the four succeeding fiscal years on the first anniversary of the date audited financial statements are approved by the audit committee for applicable fiscal year.

Stock option vests on the following date if (a) General Finance Corporation, without consolidation of Pac-Van and Royal Wolf, incurs no more than \$2.288 million of expenses for the fiscal year ended June 30, 2012, and (b) if General Finance Corporation and its subsidiaries

- (2) remain throughout fiscal year 2010 in compliance with the covenants governing all of their indebtedness: the first anniversary of the date that the Audit Committee approves the consolidated financial statements of General Finance Corporation for the fiscal year ended June 30, 2010.
- (3) See attached document "fn09152010.txt" for explanation of footnote.
- (4) See attached document "fn06232011.txt" for explanation of footnote.
- (5) See attached document "fn06072012.txt" for explanation of footnote.

Stock option vests in three equal annual installments on each of the first three anniversaries of the grant date. Vesting of the award will

- (6) cease if employee ceases to be employed by the Company or its affiliate on or prior to any of the three anniversary dates (subject to any employment agreement between employee and the Company).

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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