



**Item 2.02 Results of Operations and Financial Condition.**

On February 23, 2011, McGrath RentCorp (the “Company”) announced via press release the Company’s results for its fourth quarter ended December 31, 2010. A copy of the Company’s press release is attached hereto as Exhibit 99.1. This Form 8-K and the attached exhibit are provided under Items 2.02 and 9.01 of Form 8-K and are furnished to, but not filed with, the Securities and Exchange Commission, and shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.    Description

99.1            Press Release of McGrath RentCorp, dated February 23, 2011.

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