

MCGRATH RENTCORP
Form 4
December 04, 2006

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 *
Whitney David M

(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)
11/30/2006

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, Controller, PAO

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 | | | | | 9,890 | D | |
| ESOP | | | | | 1,128 | I | ESOP |
| ESOP | | | | | 9,928 | I | Spouses ESOP Holding |
| Spouses Common Stock | 11/30/2006 | | M | 5,000 A \$ 11.735 | 11,040 | I | Spouses Holding |
| Spouses Common | 11/30/2006 | | S | 5,000 D \$ 31.5 | 6,040 | I | Spouses Holding |

Stock

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)

| 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 | \$ 22.175 | | | | | 01/14/2006 ⁽¹⁾ | 01/14/2015 | Spouses Common Stock | 16,000 |
| Stock option | \$ 29.56 | | | | | 01/20/2007 ⁽²⁾ | 01/20/2016 | Spouses Common Stock | 13,000 |
| Stock Option | \$ 9.125 | | | | | 11/18/2000 ⁽³⁾ | 11/18/2009 | Spouses Common Stock | 4,950 |
| Stock Option | \$ 15.285 | | | | | 03/08/2005 ⁽⁴⁾ | 03/08/2014 | Spouses Common Stock | 20,000 |
| Stock Option | \$ 9.6875 | | | | | 09/25/2001 ⁽⁵⁾ | 09/25/2010 | Spouses Common Stock | 17,500 |
| Stock Option | \$ 11.735 | 11/30/2006 | | M | 5,000 | 03/20/2004 ⁽⁶⁾ | 03/20/2013 | Spouses Common Stock | 5,000 |

Reporting Owners

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

Whitney David M
5700 LAS POSITAS ROAD
LIVERMORE, CA 94551

VP,
Controller,
PAO

Signatures

David Whitney 12/04/2006

 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 after one year; 5% vests each quarter thereafter.
- (2) 20% vests after one year; 5% vests each quarter thereafter.
- (3) 20% vests after one year; 5% vests each quarter thereafter.
- (4) 20% vests after one year; 5% vests each quarter thereafter.
- (5) 20% vests after one year; 5% vests each quarter thereafter.
- (6) 20% vests after one year; 5% vests each quarter thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.