

PRATT KEITH E  
Form 4  
November 06, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
11/03/2017

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)  
Executive 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/03/2017		M		3,920 A \$ 24.6	29,302	D
Common Stock	11/03/2017		M		8,000 A \$ 31.99	37,302	D
Common Stock	11/03/2017		M		13,440 A \$ 32.64	50,742	D
Common Stock	11/03/2017		M		915 A \$ 28.9	51,657	D
Common Stock	11/03/2017		M		790 A \$ 31.35	52,447	D

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Common Stock	11/03/2017	F	4,899	D	\$ 49.13	47,548	D
Common Stock	11/03/2017	D	17,146	D	\$ 49.13	30,402	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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 24.6	11/03/2017		M	3,920	03/01/2017 03/01/2023	Common Stock	3,920
Stock Appreciation Right	\$ 31.99	11/03/2017		M	8,000	03/02/2016 03/02/2022	Common Stock	8,000
Stock Appreciation Right	\$ 32.64	11/03/2017		M	13,440	03/03/2015 03/03/2021	Common Stock	13,440
Stock Appreciation Right	\$ 28.9	11/03/2017		M	915	02/25/2014 02/25/2020	Common Stock	915
Stock Appreciation Right	\$ 31.35	11/03/2017		M	790	03/02/2013 03/02/2019	Common Stock	790

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Executive VP and CFO

PRATT KEITH E  
5700 LAS POSITAS ROAD  
LIVERMORE, CA 94551

## Signatures

Kay Dashner, POA for  
Keith Pratt

11/06/2017

\_\_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).

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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