#### Edgar Filing: Whitney David M - Form 4

Whitney Da Form 4												
December 0											PROVAL	
FORM	<b>A</b> 4 UNITED	STATES						ANGE CC	OMMISSION	OMB Number:	3235-0287	
Check th		Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									January 31,	
if no lon subject t Section Form 4 o	o STATEN 16. or										Expires: 2005 Estimated average burden hours per response 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	(a) of the H	Public U	tility	Hol	ding Co	mpar	•	Act of 1934, 935 or Section			
(Print or Type	Responses)											
Whitney David M Symbol						<b>1</b> Ticker of		I	5. Relationship of Reporting Person(s) to Issuer			
(Lest)	(First) (	Middle)				NTCOR	-	GRC	(Check all applicable)			
				Day/Ye		ransaction		_	Director		Owner	
5700 LAS		12/05/2011 <u>—</u> Officer (gi							e titleOther (specify below) Controller, PAO			
(Street) 4. If Am						ate Origina	al		6. Individual or Joint/Group Filing(Check			
LIVERMO	RE, CA 94551		Filed(Mo	onth/Day	/Yea	r)		-	Applicable Line) X_ Form filed by O Form filed by Mo			
(City)	(State)	(Zip)	Tab	le I - N	lon-I	Derivative	e Secu		erson red, Disposed of,	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	Title of curity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if				Code(Instr. 3, 4 and 5)BeneficiallyYear)(Instr. 8)OwnedFollowing						7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							(A)		Reported Transaction(s)	(I) (Instr. 4)		
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/05/2011			М		1,200	А	\$ 15.285	10,090	D		
Spouses Common Stock	12/05/2011			М		1,082	Α	\$ 11.735	14,072	Ι	Spouses Holding	
Common Stock	12/05/2011			S		1,200 (1)	D	\$ 28.125	8,890	D		
Spouses Common Stock	12/05/2011			S		1,082 (1)	D	\$ 28.1277	12,990	I	Spouses Holding	
	12/07/2011			Μ		1,481	А	\$ 15.285	10,371	D		

Common Stock								
Spouses Common Stock	12/07/2011	М	4,906	А	\$ 11.735	17,896	Ι	Spouses Holding
Common Stock	12/07/2011	S	1,481 (2)	D	\$ 28.0342	8,890	D	
Spouses Common Stock	12/07/2011	S	4,906 ( <u>3)</u>	D	\$ 28.0637	12,990	Ι	Spouses Holding

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.

# 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. Transactiv Code (Instr. 8)	5. Number action f Derivative Securities 8) 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	\$ 15.285	12/05/2011		М		1,200	03/08/2005	03/08/2014	Common Stock	1,481
Stock Option	\$ 11.735	12/05/2011		М		1,082	03/20/2004	03/20/2013	Spouses Common Stock	1,082
Stock Option	\$ 15.285	12/07/2011		М		1,481	03/08/2005	03/08/2014	Common Stock	0
Stock Option	\$ 11.735	12/07/2011		М		4,906	03/20/2004	03/20/2013	Spouses Common Stock	4,906

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

8 D S (]

#### Edgar Filing: Whitney David M - Form 4

	Director	10% Owner	Officer	Other
Whitney David M 5700 LAS POSITAS ROAD LIVERMORE, CA 94551			VP, Controller, PAO	
Signatures				
Randle Rose, POA for David Whitney		12/07/2011		
<b>**</b> 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.10 to \$28.16, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.11, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.10, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

price within the ranges set forth in footnote (2) to this Form 4. 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.