Dashner Kay Form 4 February 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number: Expires:

January 31, 2005

0.5

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5 Relationship of Reporting Person(s) to

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Check this box

SECURITIES obligations may continue.

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

See Instruction

Dashner Kay			2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]				Issuer (Check all applicable)			
(Last) (First) (Middle) 5700 LAS POSITAS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/25/2013				(Check all applicable) Director 10% Owner Officer (give title Other (specify below) Vice President Human Resources			
(Street) LIVERMORE, CA 94551			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	4. Securin(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock							548	I	By KSOP	
Common Stock	02/26/2013		M	1,200 (4)	A	\$ 0	1,200	D		
Common Stock	02/26/2013		F	528	D	\$ 29.28	672	D		

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

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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. Transaction Code (Instr. 8)	5. NumborDerivative Securitie Acquired Disposed (Instr. 3, 5)	/e s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 28.9	02/25/2013		A	3,900		02/25/2014(1)	02/25/2020	Common Stock
Restricted Stock Units	\$ 0	02/25/2013		A	1,300		02/25/2016(3)	02/25/2020	Common Stock
Restricted Stock Units	\$ 0	02/26/2013		M		1,200	<u>(5)</u>	02/26/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dashner Kay

5700 LAS POSITAS ROAD Vice President Human Resources LIVERMORE, CA 94551

Signatures

Randle F. Rose POA for Kay
Dashner
02/27/2013

**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).
- (1) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (2) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.
 - Unless earlier forfeited, each performance based RSU vests and converts into no less than 10% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 60% at the end of the three-year performance period if the performance goals are

(3) McGrath RentCorp common stock. The RSUs vest 60% at the end of the three-year performance period if the performance goals are satisfied; then 20% vests each anniversary thereafter.

(4)

Reporting Owners 2

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Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.

(5) The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary 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.