

PRATT KEITH E  
Form 4  
November 06, 2017

# FORM 4

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

OMB APPROVAL

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## 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 Indirect 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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(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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