MCGRATH RENTCORP

Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad Dashner Kay	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol MCGRATH RENTCORP [MGRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
5700 LAS POSITAS ROAD			(Month/Day/Year) 03/02/2015	Director 10% Owner Officer (give title below) Other (specify below) Vice President Human Resources		
(Street) LIVERMORE, CA 94551			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(7in)				

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2015		Code V M	Amount 400 (4)	or (D)	Price \$ 0	Transaction(s) (Instr. 3 and 4) 9,891	D	
Common Stock	03/02/2015		M	489 (5)	A	\$0	10,380	D	
Common Stock	03/02/2015		F	328	D	\$ 31.99	10,052	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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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
Restricted Stock Units	\$ 0	03/02/2015		A	1,400	(- /	<u>(2)</u>	03/02/2022	Common Stock
Stock Appreciation Right	\$ 31.99	03/02/2015		A	6,700		03/02/2016(3)	03/02/2022	Common Stock
Restricted Stock Units	\$ 0	03/02/2015		M		400	03/02/2015(6)	02/26/2017	Common Stock
Restricted Stock Units	\$ 0	03/02/2015		M		489	03/02/2015(6)	02/25/2018	Common Stock
Restricted Stock Unit	\$ 0	03/02/2015		J <u>(7)</u>		1,200	<u>(1)</u>	03/02/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dashner Kay

5700 LAS POSITAS ROAD Vice President Human Resources

Signatures

LIVERMORE, CA 94551

Randle F. Rose POA for Kay
Dashner
03/04/2015

**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) The RSUs are subject to a performance based vesting component at the end of a three-year performance period.

Reporting Owners 2

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- Unless earlier forfeited under the terms of the performance based RSU, each 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 goal is satisfied; then 20% vests each anniversary thereafter.
- (3) 20% vests on first anniversary of grant date; 5% vests each anniversary quarter thereafter.
- (4) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.
- (5) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 188% of one share of McGrath RentCorp common stock.
- The RSUs vest 60% at the end of the three-year performance period if the performance goal is satisfied; then 20% vests each anniversary (6) thereafter. The conversion price of the RSUs was based on the closing price of McGrath RentCorp common stock on March 2, 2015 and therefore such date is determined to be the date exercisable.
- (7) Forfeiture of performance based RSUs awarded on 3/2/2012.

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.