Edgar Filing: MCGRATH RENTCORP - Form 4

| | I RENTCORP | | | | | | | | | | |
|--|---|---------------|-----------|--|--------------------------------------|--------|------------------------|---|--|---|--|
| Form 4 | 9 2016 | | | | | | | | | | |
| November 18, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB APPROVAL | | | |
| UNITED STATES SECOND | | | | | hington, D.C. 20549 | | | OMB Number: | 3235-0287 | | |
| if no longer subject to Section 16. Form 4 or | | | | NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, | | | | Expires: January 3 200 Estimated average burden hours per response 0 | | | |
| obligatio may con <i>See</i> Instr 1(b). | ons Section 17(| (a) of the Pu | ublic U | tility Hol | lding Co | mpan | • | 1935 or Section | I | | |
| (Print or Type | Responses) | | | | | | | | | | |
| PRATT KEITH E Symb | | | Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| Middle) 3 | 3. Date o | f Earliest T | Transaction | - | | (Check | all applicable |) | |
| | | | | onth/Day/Year) /17/2016 | | | | Director 10% Owner Officer (give title Other (specify below) below) Sr VP and CFO | | | |
| | | | | Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| LIVERMO | RE, CA 94551 | | | | | | | Form filed by Mo Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivative | e Secu | rities Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) | 4. Securi omr Dispo (Instr. 3, | sed of | | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 11/17/2016 | | | Code V S | Amount 500 (1) | (D) | Price \$ 36.0608 | (Instr. 3 and 4) 30,099 | D | | |
| Common Stock | 11/18/2016 | | | S | 2,099 (2) | D | \$ 36.021 | 28,000 | D | | |

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.

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 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Amou Unde Secur | le and unt of rlying rities : 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|------------|---------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| PRATT KEITH E 5700 LAS POSITAS ROAD LIVERMORE, CA 94551 | | | Sr VP and CFO | | | | | |
| Signatures | | | | | | | | |
| Randle Rose, POA for Keith Pratt | | 11/18/2016 | | | | | | |
| **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 \$36.00 to \$36.10, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the

(1) to \$50.10, inclusive. The reporting person underfaces to provide to incorrant Kencorp, any security noder of incorrant Kencorp, of 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.07, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or the

(2) to \$50.07, inclusive. The reporting person undertakes to provide to incontain kencorp, any security holder of incontain kencorp, of 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.