

=====

1

Item 2.02 Results of Operations and Financial Condition.

On May 5, 2005, McGrath RentCorp (the "Company") announced via press release the Company's results for its first quarter ended March 31, 2005. A copy of the Company's press release is attached hereto as Exhibit 99.1. This Form 8-K and the attached exhibit are provided under Items 2.02 and 9.01 of Form 8-K and are furnished to, but not filed with, the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Description

99.1 Press Release of McGrath RentCorp, dated May 5, 2005.

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

McGRATH RENTCORP

Dated: May 5, 2005

By: /s/ Thomas J. Sauer

Thomas J. Sauer
Vice President and Chief Financial
Officer

3