

VAN TREASE KRISTINA
 Form 4
 February 28, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 VAN TREASE KRISTINA

(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)
 02/25/2013

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)
 VP & Division Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	11,593	I	By KSOP
Common Stock				(A) or (D) Price	2,524	I	Spouses KSOP

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

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SEC 1474 (9-02)

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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. 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)	8. Amount or Number of Shares
Stock Appreciation Right	\$ 28.9	02/25/2013		A	8,900	02/25/2014 ⁽¹⁾ 02/25/2020	Common Stock	8,900
Restricted Stock Units ⁽²⁾	\$ 0	02/25/2013		A	2,900	02/25/2016 ⁽³⁾ 02/25/2020	Common Stock	2,900
Stock Appreciation Right	\$ 28.9	02/25/2013		A	4,700	02/25/2014 ⁽¹⁾ 02/25/2020	Common Stock	4,700
Restricted Stock Units ⁽²⁾	\$ 0	02/25/2013		A	1,600	02/25/2016 ⁽³⁾ 02/25/2020	Common Stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships
VAN TREASE KRISTINA 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	Director 10% Owner Officer Other VP & Division Manager

Signatures

Randle F. Rose POA for Kristina Van Trease
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)

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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.

Unless earlier forfeited, each performance based RSU vests and converts into no less than 10% and no more than 200% of one share of

- (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.

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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