

General Finance CORP  
 Form 4  
 July 02, 2014

**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 \*  
 Wilson Christopher A

(Last) (First) (Middle)  
 39 EAST UNION STREET  
 (Street)

PASADENA, CA 91103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 General Finance CORP [GFN]

3. Date of Earliest Transaction (Month/Day/Year)  
 07/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel, VP, Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/02/2014		A		327	A	\$ 9.78
					70,277	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 9.05	12/14/2007		A		225,000		12/14/2008	12/14/2017	Common Stock	225,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 1.28	01/26/2010		A		20,000		06/30/2011	01/26/2020	Common Stock	20,000
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 1.06	09/15/2010		A		30,000		06/30/2014	09/15/2020	Common Stock	30,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 3	06/23/2011		A		30,000		09/30/2014	06/23/2021	Common Stock	30,000
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 3.15	06/07/2012		A		30,000		09/30/2015	06/07/2022	Common Stock	30,000
Stock Option (Right to Buy) <sup>(6)</sup>	\$ 4.43	06/07/2013		A		20,000		06/07/2014	06/07/2023	Common Stock	20,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Christopher A 39 EAST UNION STREET PASADENA, CA 91103			General Counsel, VP, Secretary	

**Signatures**

Christopher A  
Wilson  
07/02/2014  
Date

\_\_Signature of  
Reporting Person

## 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) Stock option vests in three equal annual installments beginning December 14, 2008.

Stock option vests on the following date if (a) General Finance Corporation, without consolidation of Pac-Van and Royal Wolf, incurs no more than \$2.288 million of expenses for the fiscal year ended June 30, 2012, and (b) if General Finance Corporation and its subsidiaries

- (2) remain throughout fiscal year 2010 in compliance with the covenants governing all of their indebtedness: the first anniversary of the date that the Audit Committee approves the consolidated financial statements of General Finance Corporation for the fiscal year ended June 30, 2010.
- (3) See attached document "fn09152010.txt" for explanation of footnote.
- (4) See attached document "fn06232011.txt" for explanation of footnote.
- (5) See attached document "fn06072012.txt?" for explanation of footnote.

Stock option vests in three equal annual installments on each of the first three anniversaries of the grant date. Vesting of the award will

- (6) cease if employee ceases to be employed by the Company or its affiliate on or prior to any of the three anniversary dates (subject to any employment agreement between employee and the Company).

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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