

PRATT KEITH E  
Form 4  
February 27, 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 \*  
PRATT KEITH E

(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)  
Sr VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    |                                      |  |                                |   | 600   | I  | By KSOP   |
| Common Stock                    | 02/25/2013                           |  | M                              |   | 1,050   | A  | \$ 20.71  |
| Common Stock                    | 02/25/2013                           |  | S                              |   | 1,050 (4)   | D  | \$ 29.8095  |
| Common Stock                    | 02/26/2013                           |  | M                              |   | 8,400 (5)   | A  | \$ 0  |
| Common Stock                    | 02/26/2013                           |  | F                              |   | 3,168   | D  | \$ 29.28  |
|                                 |                                      |  |                                |   | 5,232   | D  |   |

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

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|--|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date |  |
| Stock Appreciation Right                   | \$ 28.9  | 02/25/2013                           |  | A                              |   | 18,300  | 02/25/2014 <sup>(1)</sup>                                | 02/25/2020      | Common Stock                             |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0   | 02/25/2013                           |  | A                              |   | 6,100   | <sup>(3)</sup>   | 02/25/2020      | Common Stock                             |
| Stock Option                               | \$ 20.71   | 02/25/2013                           |  | M                              |   | 1,050   | 02/25/2009   | 02/25/2015      | Common Stock                             |
| Restricted Stock Units                     | \$ 0   | 02/26/2013                           |  | M                              |   | 8,400   | 02/26/2013 <sup>(6)</sup>                                | 02/26/2017      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| PRATT KEITH E<br>5700 LAS POSITAS ROAD<br>LIVERMORE, CA 94551 |               |           | Sr VP and CFO |       |

## Signatures

Randle Rose, POA for Keith Pratt  
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.

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

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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.80

- (4) to 30.00, inclusive. The reporting person undertakes to provide to McGrath RentCorp, any security holder of McGrath RentCorp, or 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.

- (5) Shares acquired upon vesting of performance based RSUs. Each vested RSU converts into 200% of one share of McGrath RentCorp common stock.

- (6) 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.

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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