

MCGRATH RENTCORP
Form 4
June 08, 2007

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 *
Brown Richard Gordon

(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)
06/06/2007

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)
			Code	V	Amount or Price		
Common Stock					10,765	I	ESOP
Common Stock	06/06/2007		M		3,484	A	\$ 11.735 10,884
Common Stock	06/06/2007		S		200	D	\$ 31.83 10,684
Common Stock	06/06/2007		S		100	D	\$ 31.81 10,584
Common Stock	06/06/2007		S		200	D	\$ 31.78 10,384

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Common Stock	06/06/2007	S	100	D	\$ 31.76	10,284	D
Common Stock	06/06/2007	S	309	D	\$ 31.75	9,975	D
Common Stock	06/06/2007	S	300	D	\$ 31.74	9,675	D
Common Stock	06/06/2007	S	101	D	\$ 31.71	9,574	D
Common Stock	06/06/2007	S	133	D	\$ 31.7	9,441	D
Common Stock	06/06/2007	S	1,099	D	\$ 31.69	8,342	D
Common Stock	06/06/2007	S	296	D	\$ 31.68	8,046	D
Common Stock	06/06/2007	S	646	D	\$ 31.67	7,400	D
Common Stock	06/07/2007	M	13,000	A	\$ 15.285	20,400	D
Common Stock	06/07/2007	M	7,349	A	\$ 11.735	27,749	D
Common Stock	06/07/2007	S	100	D	\$ 31.74	27,649	D
Common Stock	06/07/2007	S	112	D	\$ 31.71	27,537	D
Common Stock	06/07/2007	S	200	D	\$ 31.69	27,337	D
Common Stock	06/07/2007	S	300	D	\$ 31.68	27,037	D
Common Stock	06/07/2007	S	500	D	\$ 31.67	26,537	D
Common Stock	06/07/2007	S	503	D	\$ 31.66	26,034	D
Common Stock	06/07/2007	S	1,748	D	\$ 31.65	24,286	D
Common Stock	06/07/2007	S	300	D	\$ 31.64	23,986	D
Common Stock	06/07/2007	S	1,080	D	\$ 31.63	22,906	D
Common Stock	06/07/2007	S	1,866	D	\$ 31.62	21,040	D
	06/07/2007	S	3,953	D	\$ 31.61	17,087	D

Common
Stock

Common Stock 06/07/2007 S 9,687 D \$ 31.6 7,400 D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Officer Right to Buy	\$ 11.735	06/06/2007		M	3,484	03/20/2004 03/20/2013	Common Stock	3,484
Officer Right to Buy	\$ 15.285	06/07/2007		M	13,000	03/08/2005 03/08/2014	Common Stock	13,000
Officer Right to Buy	\$ 11.735	06/07/2007		M	7,349	03/20/2004 03/20/2013	Common Stock	7,349

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brown Richard Gordon 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	VP & Division Manager

Signatures

Randle Rose, POA for Richard Brown 06/08/2007

__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).

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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