

PRATT KEITH E
Form 4
March 05, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

03/01/2018

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)

Executive VP and CFO

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	03/01/2018		M		1,830	A	\$ 28.9	27,212	D
Common Stock	03/01/2018		M		3,000	A	\$ 31.99	30,212	D
Common Stock	03/01/2018		M		3,920	A	\$ 24.6	34,132	D
Common Stock	03/01/2018		F		1,938	D	\$ 50.62	32,194	D
Common Stock	03/01/2018		D		4,847	D	\$ 50.62	27,347	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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(9-02)

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 A Underlying S (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Restricted Stock Units	\$ 0	03/01/2018		A		4,400	03/01/2019 ⁽¹⁾	03/01/2025	Common Stock
Restricted Stock Units ⁽²⁾	\$ 0	03/01/2018		A		4,400	⁽³⁾	03/01/2025	Common Stock
Stock Appreciation Right	\$ 28.9	03/01/2018		M		1,830	02/25/2014	02/25/2020	Common Stock
Stock Appreciation Right	\$ 31.99	03/01/2018		M		3,000	03/02/2016	03/02/2022	Common Stock
Stock Appreciation Right	\$ 24.6	03/01/2018		M		3,920	03/01/2017	03/01/2023	Common Stock
Restricted Stock Units	\$ 0	03/02/2018		J ⁽⁴⁾		5,500	⁽²⁾	03/02/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRATT KEITH E 5700 LAS POSITAS ROAD LIVERMORE, CA 94551	Executive VP and CFO

Signatures

Kay Dashner, POA for
Keith Pratt

03/05/2018

__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) The restricted stock unit vests 20% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date.

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

(3) Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.

(4) Forfeiture of performance based RSUs awarded on 3/2/2015.

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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