

MCGRATH RENTCORP  
Form 4  
November 21, 2006

**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 \*  
Boutwell Susan

(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)  
11/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP & Division Manager

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/20/2006		M		10,000 A \$ 16.49	10,000	D
Common Stock	11/20/2006		S		484 D \$ 31.5	9,516	D
Common Stock	11/20/2006		S		100 D \$ 31.53	9,416	D
Common Stock	11/20/2006		S		971 D \$ 31.55	8,445	D
Common Stock	11/20/2006		S		2,013 D \$ 31.56	6,432	D

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Common Stock	11/20/2006	S	1,200	D	\$ 31.57	5,232	D
Common Stock	11/20/2006	S	1,200	D	\$ 31.58	4,032	D
Common Stock	11/20/2006	S	400	D	\$ 31.6	3,632	D
Common Stock	11/20/2006	S	200	D	\$ 31.61	3,432	D
Common Stock	11/20/2006	S	400	D	\$ 31.62	3,032	D
Common Stock	11/20/2006	S	600	D	\$ 31.63	2,432	D
Common Stock	11/20/2006	S	300	D	\$ 31.64	2,132	D
Common Stock	11/20/2006	S	600	D	\$ 31.65	1,532	D
Common Stock	11/20/2006	S	232	D	\$ 31.68	1,300	D
Common Stock	11/20/2006	S	600	D	\$ 31.69	700	D
Common Stock	11/20/2006	S	400	D	\$ 31.7	300	D
Common Stock	11/20/2006	S	100	D	\$ 31.72	200	D
Common Stock	11/20/2006	S	200	D	\$ 31.73	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Officer								
Right to Buy	\$ 16.49	11/20/2006	M	10,000	06/02/2005	06/09/2014	Common Stock	10,000

## Reporting Owners

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

## Signatures

Susan Boutwell                      11/20/2006  
 \_\_Signature of                      Date  
 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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.