

PRATT KEITH E
Form 4
March 04, 2019

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 *
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)
02/28/2019

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)
 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 | 02/28/2019 | | M | | 960 | A | \$ 32.64 | 26,342 | D | |
| Common Stock | 02/28/2019 | | M | | 1,300 | A | \$ 31.99 | 27,642 | D | |
| Common Stock | 02/28/2019 | | M | | 3,920 | A | \$ 24.6 | 31,562 | D | |
| Common Stock | 02/28/2019 | | M | | 6,200 | A | \$ 34.57 | 37,762 | D | |
| Common Stock | 02/28/2019 | | F | | 2,965 | D | \$ 60.29 | 34,797 | D | |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|--------|---|
| Common Stock | 02/28/2019 | D | 6,366 | D | \$ 60.29 | 28,431 | D |
| Common Stock | 03/01/2019 | M | 880 ⁽³⁾ | A | \$ 0 | 29,311 | D |
| Common Stock | 03/01/2019 | F | 368 | D | \$ 59.65 | 28,943 | D |
| Common Stock | 03/04/2019 | S | 3,049 ⁽⁴⁾ | D | \$ 60.0349 | 25,894 | D |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 02/28/2019 | | A | 3,680 | 02/28/2020 ⁽¹⁾ 02/28/2026 | Common Stock |
| Restricted Stock Units | \$ 0 | 02/28/2019 | | A | 3,680 | ⁽²⁾ 02/28/2026 | Common Stock |
| Stock Appreciation Right | \$ 32.64 | 02/28/2019 | | M | 960 | 03/03/2015 03/03/2021 | Common Stock |
| Stock Appreciation Right | \$ 31.99 | 02/28/2019 | | M | 1,300 | 03/02/2016 03/02/2022 | Common Stock |
| Stock Appreciation Right | \$ 24.6 | 02/28/2019 | | M | 3,920 | 03/01/2017 03/01/2023 | Common Stock |
| Stock Appreciation Right | \$ 34.57 | 02/28/2019 | | M | 6,200 | 03/02/2018 03/02/2024 | Common Stock |
| | \$ 0 | 03/01/2019 | | M | 880 | 03/01/2019 03/01/2025 | |

Restricted
Stock Units

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

03/04/2019

 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 shall vest as follows: 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock 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) 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.
 - (3) 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. The Company may, in its sole discretion, make cash payment in lieu of the issuance of Common Stock.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.13, 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 (4) to this Form 4.

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.