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VAN TREASE KRISTINA

Form 4

February 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b). (Print or Type Responses)

Stock

1. Name and Address of Reporting Person * VAN TREASE KRISTINA		Symbol	Name and Ticker or Trading ATH RENTCORP [MGRC]	5. Relationship of Reporting Person(s) to Issuer		
(Last) 5700 LAS P	(First) (M OSITAS ROAD		Earliest Transaction ay/Year)	(Check all applicable) Director 10% Owner Officer (give title Other (specify below) VP & Division Manager		
	(Street)		ndment, Date Original th/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
LIVERMOR	RE, CA 94551			Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities A	equired, 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		
Common Stock				11,593 I By KSOP		
Common				Spouses Spouses		

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

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KSOP

(9-02)

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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. Transactic Code (Instr. 8)	5. Number proof 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Stock Appreciation Right	\$ 28.9	02/25/2013		A	8,900	02/25/2014(1)	02/25/2020	Common Stock	8,9
Restricted Stock Units	\$ 0	02/25/2013		A	2,900	02/25/2016(3)	02/25/2020	Common Stock	2,9
Stock Appreciation Right	\$ 28.9	02/25/2013		A	4,700	02/25/2014(1)	02/25/2020	Common Stock	4,
Restricted Stock Units	\$ 0	02/25/2013		A	1,600	02/25/2016(3)	02/25/2020	Common Stock	1,0

Reporting Owners

Reporting Owner Name / Address	Relationsnips				
	Director	10% Owner	Officer	Other	

VAN TREASE KRISTINA 5700 LAS POSITAS ROAD LIVERMORE, CA 94551

VP & Division Manager

Signatures

Randle F. Rose POA for Kristina Van
Trease
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.

(2)

Reporting Owners 2

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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.

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.

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.