

Wilson Christopher A
 Form 4
 May 17, 2013

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 *
 Wilson Christopher A

(Last) (First) (Middle)
 39 EAST UNION STREET
 (Street)

PASADENA, CA 91103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 General Finance CORP [GFN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/17/2013

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)
 General Counsel, VP, Secretary

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	(D)	Price
9.00% Series C Cum. Redeemable Perpetual Preferred Stock	05/17/2013		P		2,100	A	\$ 100 2,100
						D	

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

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SEC 1474 (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. 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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount
Stock Option (Right to Buy)	\$ 9.05	12/14/2007		A	225,000 (1)	12/14/2008 12/14/2017	Common Stock 225,000
Stock Option (Right to Buy)	\$ 1.28	01/26/2010		A	20,000 (2)	06/30/2011 01/26/2020	Common Stock 20,000
Stock Option (Right to Buy)	\$ 1.06	09/15/2010		A	30,000 (3)	06/30/2014 09/15/2020	Common Stock 30,000
Stock Option (Right to Buy)	\$ 3	06/23/2011		A	30,000 (4)	09/30/2014 06/23/2021	Common Stock 30,000
Stock Option (Right to Buy)	\$ 3.15	06/07/2012		A	30,000 (5)	09/30/2015 06/07/2022	Common Stock 30,000
Warrants	\$ 4	04/24/2013		X	6,300 (6)	06/25/2010 06/25/2013	Common Stock 3,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Christopher A 39 EAST UNION STREET PASADENA, CA 91103			General Counsel, VP, Secretary	

Signatures

Christopher A
Wilson
05/17/2013
Date

__Signature of
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).

(1) Stock option vests in three equal annual installments beginning December 14, 2008.

Stock option vests on the following date if (a) General Finance Corporation, without consolidation of Pac-Van and Royal Wolf, incurs no more than \$2.288 million of expenses for the fiscal year ended June 30, 2012, and (b) if General Finance Corporation and its subsidiaries

- (2) remain throughout fiscal year 2010 in compliance with the covenants governing all of their indebtedness: the first anniversary of the date that the Audit Committee approves the consolidated financial statements of General Finance Corporation for the fiscal year ended June 30, 2010.
- (3) See attached document "rider.txt" for explanation of Footnote 3.
- (4) See attached document "rider2.txt" for explanation of Footnote 4.
- (5) See attached document "rider3.txt" for explanation of Footnote 5.
- (6) These warrants were issued as a component of Units that were issued as of June 25, 2010 pursuant to the rights offering of General Finance Corporation.

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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