

General Finance CORP
 Form 4/A
 June 12, 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 91101

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/11/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 General Counsel, VP, Secretary

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 (D) Price | | |
| Common Stock | 06/07/2013 | | A | | 14,500 (1) \$ 0 | 61,950 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Option (Right to Buy) | \$ 9.05 | 12/14/2007 | | A | | 225,000 (2) | | 12/14/2008 | 12/14/2017 | Common Stock | 225,000 |
| Stock Option (Right to Buy) | \$ 1.28 | 01/26/2010 | | A | | 20,000 (3) | | 06/30/2011 | 01/26/2020 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 1.06 | 09/15/2010 | | A | | 30,000 (4) | | 06/30/2014 | 09/15/2020 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 3 | 06/23/2011 | | A | | 30,000 (5) | | 09/30/2014 | 06/23/2021 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 3.15 | 06/07/2012 | | A | | 30,000 (6) | | 09/30/2015 | 06/07/2022 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 4.43 | 06/07/2013 | | A | | 20,000 (7) | | 06/07/2014 | 06/07/2023 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Christopher A 39 EAST UNION STREET PASADENA, CA 91101 | | | General Counsel, VP, Secretary | |

Signatures

Christopher A
Wilson
06/12/2013
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) The restricted stock vests in two equal installments based upon (a) the attainment of financial goals on each of the first two anniversaries of the date of grant and (b) the reporting person being employed by the issuer on the third anniversary of the date of grant.
- (2) 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
- (3) 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.
- (4) See attached document "rider.txt" for explanation of Footnote 4.
- (5) See attached document "rider2.txt" for explanation of Footnote 5.
- (6) See attached document "rider3.txt" for explanation of Footnote 6.
Stock option vests in three equal annual installments on each of the first three anniversaries of the grant date. Vesting of the award will
- (7) cease if employee ceases to be employed by the Company or its affiliate on or prior to any of the three anniversary dates (subject to any employment agreement between employee and the Company).

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.