

Dunmyer James P  
 Form 3/A  
 June 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Dunmyer James P		(Month/Day/Year)	General Finance CORP [GFN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				03/12/2012
9155 HARRISON PARK COURT			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
INDIANAPOLIS, IN 46216			(give title below)	(specify below)
(City)	(State)	(Zip)	VP of Finance of Pac-Van, Inc.	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,578	D	^
Common Stock	4,000	D	^
Common Stock	3,000	D	^
Common Stock	100	I	Purchase for Child A's Account
Common Stock	100	I	Purchase for Child B's Account
Common Stock	100	I	Purchase for Child C's Account

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) <sup>(1)</sup>	10/01/2009	10/01/2019	Common Stock	28,000	\$ 6.4	D	Â
Stock Option (Right to Buy) <sup>(2)</sup>	06/30/2011	01/26/2020	Common Stock	10,000	\$ 1.28	D	Â
Warrants <sup>(3)</sup>	06/25/2010	06/25/2013	Common Stock	1,500	\$ 4	D	Â
Warrants <sup>(3)</sup>	06/25/2010	06/25/2013	Common Stock	50	\$ 4	I	Child A
Warrants <sup>(3)</sup>	06/25/2010	06/25/2013	Common Stock	50	\$ 4	I	Child B
Warrants <sup>(3)</sup>	06/25/2010	06/25/2013	Common Stock	50	\$ 4	I	Child C
Stock Option (Right to Buy) <sup>(4)</sup>	06/30/2014	09/15/2020	Common Stock	8,000	\$ 1.06	D	Â
Stock Option (Right to Buy) <sup>(5)</sup>	09/30/2014	06/23/2021	Common Stock	8,000	\$ 3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunmyer James P 9155 HARRISON PARK COURT INDIANAPOLIS, IN 46216	Â	Â	Â VP of Finance of Pac-Van, Inc.	Â

## Signatures

Christopher A Wilson, Attorney-in-Fact for James P Dunmyer  
06/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Of the total 28,000 stock options (a) 11,200 stock options will vest in five equal installments beginning on October 1, 2009, provided that the employee is employed as of each such anniversary and (b) 3,360 stock options will be eligible for vesting upon the attainment of performance criteria on the first anniversary of the date audited financial statements are approved by the audit committee for fiscal year

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2009, with 3,360 stock options eligible for vesting on each of the four succeeding fiscal years on the first anniversary of the date audited financial statements are approved by the audit committee for applicable fiscal year.

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) 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.

(4) See attached document "rider.txt" for explanation of Footnote 4.

(5) See attached document "rider2.txt" for explanation of Footnote 5.

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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