

General Finance CORP  
 Form 4  
 November 24, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Mourouzis Theodore M.

(Last) (First) (Middle)  
 9155 HARRISON PARK COURT  
 (Street)

INDIANAPOLIS, IN 46216

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2014

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)  
 President of Pac-Van, Inc.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 11/21/2014                           |  | M                              | 5,650 A \$ 1.06   | 410,349   | 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 or Number of Shares |
| Stock Option (Right to Buy)                | \$ 6.4   | 10/01/2008                           |  | A                              | 80,000  | 10/01/2009   | 10/01/2019      | Common Stock  | 80,000                     |
| Stock Option (Right to Buy)                | \$ 1.06  | 11/21/2014                           |  | F                              | 5,650   | 06/30/2014   | 09/15/2020      | Common Stock  | 5,650                      |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 3   | 06/23/2011                           |  | A                              | 27,000  | 09/30/2014   | 06/23/2021      | Common Stock  | 27,000                     |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 3.15  | 06/07/2012                           |  | A                              | 27,000  | 09/30/2015   | 06/07/2022      | Common Stock  | 27,000                     |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 4.43  | 06/07/2013                           |  | A                              | 20,000  | 06/07/2014   | 06/07/2023      | Common Stock  | 20,000                     |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 9.25  | 06/19/2014                           |  | A                              | 15,000  | 09/30/2017   | 06/19/2024      | Common Stock  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Mourouzis Theodore M.<br>9155 HARRISON PARK COURT<br>INDIANAPOLIS, IN 46216 |               |           | President of<br>Pac-Van, Inc. |       |

## Signatures

Christopher A Wilson, attorney-in-fact for Theodore M Mourouzis  
 11/24/2014

\*\*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) See attached document "fn06232011.txt" for explanation of footnote.

(2) See attached document "fn06072012.txt" for explanation of footnote.

Stock option vests in three equal annual installments on each of the first three anniversaries of the grant date. Vesting of the award will 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).

(4) 100% of the stock options vest upon the Company achieving EBITDA and Return on Capital (ROC) targets for FY 2015 and FY 2016 of \$181-201MM and 15-17%, respectively

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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