

Dunmyer James P
 Form 4
 May 25, 2012

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 *
 Dunmyer James P

(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)
 05/24/2012

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)
 VP of Finance 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2012		P		55	A	\$ 3.1
					7,655	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		28,000 ⁽¹⁾		10/01/2009	10/01/2019	Common Stock	28,000
Stock Option (Right to Buy)	\$ 1.28	01/26/2010		A		10,000 ⁽²⁾		06/30/2011	01/26/2020	Common Stock	10,000
Warrants	\$ 4	06/25/2010		A		3,000 ⁽³⁾		06/25/2010	06/25/2013	Common Stock	1,500
Warrants	\$ 4	06/25/2010		A		100 ⁽³⁾		06/25/2010	06/25/2013	Common Stock	50
Warrants	\$ 4	06/25/2010		A		100 ⁽³⁾		06/25/2010	06/25/2013	Common Stock	50
Warrants	\$ 4	06/25/2010		A		100 ⁽³⁾		06/25/2010	06/25/2013	Common Stock	50
Stock Option (Right to Buy)	\$ 1.06	09/15/2010		A		8,000 ⁽⁴⁾		06/30/2014	09/15/2020	Common Stock	8,000
Stock Option (Right to Buy)	\$ 3	06/23/2011		A		8,000 ⁽⁵⁾		09/30/2014	06/23/2021	Common Stock	8,000

Reporting Owners

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

INDIANAPOLIS, IN 46216

Signatures

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

05/25/2012

__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).

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

- (1) performance criteria on the first anniversary of the date audited financial statements are approved by the audit committee for fiscal year 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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