

READING INTERNATIONAL INC
 Form 5
 February 17, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COTTER JAMES J

2. Issuer Name and Ticker or Trading Symbol
READING INTERNATIONAL INC [RDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

500 CITADEL DRIVE, SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

COMMERCE, CA 90040

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Class A Nonvoting Common Stock	12/31/2008	^	A4	15,133 A \$ 0	2,346,180 (1)	I	James J. Cotter Living Trust
Class A Nonvoting Common	12/31/2008	^	A4	17,518 A \$ 0	2,346,180 (1)	I	James J. Cotter Living Trust

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Stock										
Class A Nonvoting Common Stock	12/31/2008	Â	A4	66,050	A	\$ 0	2,346,180 (1)	I	James J. Cotter Living Trust	
Class A Nonvoting Common Stock	Â	Â	Â	Â	Â	Â	768,076 (2)	I	Hecco Ventures I	
Class A Nonvoting Common Stock	Â	Â	Â	Â	Â	Â	29,730	I	Profit Sharing Plan	
Class A Nonvoting Common Stock	Â	Â	Â	Â	Â	Â	10,000	I	Cotter Enterprises, LLC	
Class A Nonvoting Common Stock	06/24/2008	Â	J4(3)	16,272	D	\$ 9.6	0	I	Hecco Ventures II	
Class A Nonvoting Common Stock	06/24/2008	Â	J4(3)	781,434	D	\$ 0	0	I	Hecco Ventures II	

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER JAMES J 500 CITADEL DRIVE SUITE 300 COMMERCE, CA 90040	X	X	Chief Executive Officer	

Signatures

/s/ James J. Cotter 02/17/2009

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) Reflects gift of 3,024 shares on January 6, 2009.

- (2) Mr. Cotter holds a 40% interest in James J. Cotter Ltd, which holds a 20% interest in Hecco Ventures I ("Hecco I"). Hecco I owns 768,076 shares of Reading International, Inc. class A nonvoting common stock.

- On June 24, 2008, Hecco Ventures II ("Hecco II") liquidated. In connection with that liquidation, (i) 797,706 shares of Reading International, Inc. class A common stock were transferred to the partners of Hecco II, and in one case, to an affiliate of two of the partners (Cinerama, Inc. and Michael Forman) and (ii) the capital account of James J. Cotter Ltd ("JJC Ltd") (a partnership in which Mr. Cotter holds a 40% interest) received a book profits allocation of \$110,234 to partially restore its negative capital account. The remaining partnership interests in JJC Ltd are held by Mr. Cotter's adult children, Ellen Cotter, Margaret Cotter, and James J. Cotter, Jr.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.