

READING INTERNATIONAL INC
Form 4
October 09, 2015

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 *
COTTER MARGARET

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)
6100 CENTER DRIVE SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of Sec.13(d)(3) Group

LOS ANGELES, CA 90045

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Non-Voting Common Stock	04/08/2015		F(1)		3,503	D	\$ 13.81
Class A Non-Voting Common Stock	04/08/2015		M		12,500	A	\$ 3.87
Class A Non-Voting Common Stock	04/17/2015		F(8)		22,424	D	\$ 13.25

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Class A Non-Voting Common Stock						1,897,649 <u>(3)</u>	I	Co-trustee and beneficiary for the James J. Cotter Living Trust <u>(3)</u>	
Class A Non-Voting Common Stock						289,390 <u>(9)</u>	I	Co-trustee of James J. Cotter Grandchildren Trust	
Class A Non-Voting Common Stock						102,751 <u>(10)</u>	I	Co-trustee of James J. Cotter Foundation	
Class A Non-Voting Common Stock	12/31/2014	A <u>(6)(11)</u>	V	160,643	A	\$ 7.47 <u>(11)</u>	408,263	I	Co-executor for the Estate of James J. Cotter, Sr. <u>(4)</u>
Class A Non-Voting Common Stock	09/21/2015	F <u>(5)(6)</u>	V	81,463	D	\$ 12.57	326,800	I	Co-executor for the Estate of James J. Cotter, Sr. <u>(4)</u>
Class B Voting Common Stock	04/17/2015	M		17,550	A	\$ 8.32	17,550	D	
Class B Voting Common Stock	04/17/2015	M		17,550	A	\$ 8.61	35,100	D	
Class B Voting Common Stock							278,432 <u>(3)</u>	I	Co-trustee and beneficiary for the James J. Cotter Living Trust <u>(3)</u>
Class B Voting Common Stock	09/21/2015	M <u>(6)(7)</u>	V	100,000	A	\$ 10.24	427,808	I	Co-executor for the Estate of James J. Cotter, Sr. <u>(4)</u>

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Shar
Stock Option (Right to Buy)	\$ 3.87	04/08/2015		M	(A) 12,500	(2) 07/05/2015		Class A Non-Voting Common Stock	12
Stock Option (Right to Buy)	\$ 8.32	04/17/2015		M	(A) 8,775	(2) 09/15/2020		Class B Voting Common Stock	8
Stock Option (Right to Buy)	\$ 8.32	04/17/2015		M	(A) 8,775	(2) 09/14/2020		Class B Voting Common Stock	8
Stock Option (Right to Buy)	\$ 8.61	04/17/2015		M	(A) 17,550	(2) 09/15/2020		Class B Voting Common Stock	17
Stock Option (Right to Buy)	\$ 10.24	09/21/2015		M(6)(7)	V (A) 100,000	(2) 05/09/2017		Class B Voting Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER MARGARET 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045	X	X		Member of Sec.13(d)(3) Group

Signatures

/s/ Margaret Cotter 10/09/2015

**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) Represents Class A Non-Voting Common Stock shares returned to Reading International, Inc. (the "Company") for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 12,500 shares of Class A Non-Voting Common Stock on April 8, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the reporting person.
- (2) Currently exercisable.
- (3) See Exhibit 99.1
- (4) Ms. Margaret Cotter was appointed co-executor of the Estate of James J. Cotter, Sr. (the "Estate") by order of the District Court of Clark County, Nevada on December 22, 2014. As co-executor of the Estate, Ms. Margaret Cotter is deemed to be an indirect beneficial owner of both the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Estate. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
- (5) Represents Class A Non-Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the Estate's exercise of vested stock options to acquire 100,000 shares of Class B Voting Common Stock on September 21, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the Estate.
- (6) All reported transactions are exempt pursuant to Rule 16a-2(d).
- (7) On September 21, 2015, the Compensation and Stock Options Committee of the Company approved the exercise by the Estate of the options to acquire 100,000 shares of Class B Voting Common Stock.
- (8) Represents Class A Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 35,100 shares of Class B Voting Common Stock on April 17, 2015. There was no open market sale of such Class A Voting Common Stock shares by the reporting person.
- (9) Ms. Margaret Cotter is a co-trustee of the James J. Cotter Grandchildren Trust, a trust for Mr. James J. Cotter, Sr.'s grandchildren, and may be deemed to be an indirect beneficial owner of the Class A Non-Voting Common Stock directly beneficially owned by such trust. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
- (10) Ms. Margaret Cotter is a co-trustee of the James J. Cotter Foundation (the "Foundation") and may be deemed to be an indirect beneficial owner of the Class A Non-Voting Common Stock directly beneficially owned by the Foundation. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
- (11) Represents shares of Class A Non-Voting Common Stock issued as compensation for Mr. James J. Cotter, Sr.'s services performed prior to his death on September 13, 2014 as an officer and director of the Company. The price was the closing price of Class A Non-Voting Common Stock on February 27, 2014 (\$7.47), the date that the Company's Compensation and Stock Options Committee approved the stock bonus in the amount of \$1,200,000.

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.