

COTTER ELLEN M
Form 4
March 18, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTTER ELLEN M

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)
5995 SEPULVEDA BLVD, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairperson, President and CEO

(Street)
CULVER CITY, CA 90230

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)
Class A Non-Voting Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
					819,388	D	
Class B Voting Stock					50,000	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/14/2019		A		19,455		<u>(2)</u>	<u>(2)</u>	Class A Non-Voting Common Stock	19,455
Stock Option; Right to Buy; Class A Non-Voting Common Stock	\$ 16.14	03/14/2019		A		89,459		<u>(2)</u>	03/13/2024	Class A Non-Voting Common Stock	89,459
Restricted Stock Units	<u>(1)</u>							<u>(3)</u>	<u>(3)</u>	Class A Non-Voting Common Stock	11,000
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$ 16.36							<u>(3)</u>	04/12/2023	Class A Non-Voting Common Stock	47,000
Restricted Stock Units	<u>(1)</u>							<u>(4)</u>	<u>(4)</u>	Class A Non-Voting Stock	8,400
Stock Option; Right to Buy; Class A	\$ 15.97							<u>(5)</u>	03/22/2022	Class A Non-Voting Common Stock	39,000

Non-Voting
Common
Stock

Restricted Stock Units	(1)	(6)	(6)	Class A Non-Voting Common Stock	3.1
Stock Option; Right to Buy; Class A Non-Voting Common Stock	\$ 11.95	(7)	03/09/2021	Class A Non-Voting Common Stock	14,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER ELLEN M 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230	X	X	Chairperson, President and CEO	

Signatures

/s/ Ellen Cotter 03/18/2019

**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) Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting on the unit.
- (2) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant.
- (3) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 13, 2018.
- (4) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 11,271 restricted stock units. The first installment vested on March 23, 2018, and the next three installments vest on March 23, 2019, March 23, 2020 and March 23, 2021.
- (5) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 52,023 stock options. The first installment became exercisable on March 23, 2018, and the next three installments become exercisable on March 23, 2019, March 23, 2020 and March 23, 2021.
- (6) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 12,552 restricted stock units. The three installments vested on

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March 10, 2017, March 10, 2018, March 10, 2019. The last installment will vest on March 10, 2020.

- (7) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 59,763 stock options. The first three installments became exercisable on March 10, 2017, March 10, 2018 and March 10, 2019. The last installment becomes exercisable on March 10, 2020.

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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