

READING INTERNATIONAL INC

Form 4

September 17, 2014

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

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(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)
09/13/2014

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

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. Code	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	09/13/2014		W ⁽¹⁾	0	A \$ 0 0 ⁽¹⁾	I	Trustee and Beneficiary of the James J. Cotter Living Trust ⁽¹⁾
Class B Voting Stock	09/13/2014		W ⁽¹⁾	409,555	A \$ 0 409,555 ⁽¹⁾	I	Trustee and Beneficiary of the James J. Cotter Living Trust ⁽¹⁾

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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. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 0	09/13/2014		W ⁽¹⁾	40,000	09/13/2014 09/14/2020	Class B Voting Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COTTER MARGARET 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045	X

Signatures

Margaret Cotter 09/17/2014
 **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) Ms. Cotter is a Trustee and Beneficiary of the James J. Cotter Living Trust, dated August 1, 2000, as amended, (the "Trust"). The Trust currently owns 2,115,539 shares of Class A Non-Voting Common Stock, 1,023,888 shares of Class B Voting Common Stock, and options to acquire 100,000 shares of Class B Voting Stock. The Class B Voting Stock and options to acquire Class B Voting Stock are held for the benefit of Mr. James J. Cotter, Sr.'s grandchildren. The extent of any pecuniary interest in any Class A Non-Voting Stock to

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Ms. Cotter is dependent upon certain factors yet to be resolved. Accordingly, the extent of her pecuniary interest in the Class A Common Stock is not currently known. Ms. Cotter, due to the status of her children as beneficiaries with respect to the Class B Voting Stock and options, has a pecuniary interest equal to her children's pecuniary interest in such securities; currently 40%.

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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