Edgar Filing: READING INTERNATIONAL INC - Form 4

READING INTERNATIONAL INC Form 4 September 18, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cotter James J JR Issuer Symbol **READING INTERNATIONAL INC** (Check all applicable) [RDI] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 6100 CENTER DRIVE, SUITE 900 09/13/2014 CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOS ANGELES, CA 90045 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Direct (D) Ownership (Month/Day/Year) (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) (Instr. 4) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **Co-Trustee** and Class A Beneficiary Non-Voting 09/13/2014 $W^{(1)}$ \$0 Ι of the James 705,180 A 705,180 Common J. Cotter Stock Living Trust⁽¹⁾ By James J. Class B Cotter $W^{(2)}$ \$0 Voting 09/13/2014 614,333 A Ι 614.333 Living Stock Trust (2) D 832,961

Class A Non-Voting Common Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Transactio Code (Instr. 8)	5. Number of nDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercia Expiration Dat (Month/Day/Y	e	7. Title an of Underly Securities (Instr. 3 at	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 10.24	09/13/2014		W <u>(2)</u>	60,000	09/13/2014	05/09/2017	Class B Voting Stock	60,000

Reporting Owners

Reporting Owner Name / Addre	55	Relationships					
	Director	10% Owner	Officer	Other			
Cotter James J JR 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045	X		CEO and President				
Signatures							
/s/ James J.	00/17/2014						

/s/ James J.	09/17/2014		
Cotter, Jr.	09/17/2014		
**Signature of	Date		

Reporting Person

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).

The reporting person is Co-Trustee and Beneficiary of the James J. Cotter Living Trust, dated August 1, 2000, as amended, (the "Trust"), which owns of record 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. James J. Cotter, Sr. passed away on the Transaction Date (September 13, 2014), at which time the Trust became irrevocable. As a result, the reporting person acquired a pecuniary interest in 705,180 shares of the Class A Non-Voting Common Stock under the terms of the Trust.

The Class B Voting Stock and options to acquire Class B Voting Stock are held for the benefit of the grandchildren of James J. Cotter, Sr.(2) The reporting person, due to the status of his children as beneficiaries under the Trust with respect to the Class B Voting Stock and options, may be deemed to have acquired a pecuniary interest to the extent of his children's 60% pecuniary interest in such securities.

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.