

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Estate of James J. Cotter, Sr.,
Deceased
(Last) (First) (Middle)
6100 CENTER DRIVE, SUITE 900
(Street)
LOS ANGELES, CA 90045
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Member of Sec.13(d)(3) Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	12/31/2014		A ⁽³⁾⁽⁵⁾	V	160,643	A	\$ 7.47 (5)
Class A Non-Voting Common Stock	09/21/2015		F ⁽³⁾⁽⁴⁾	V	81,463	D	\$ 12.57
Class B Voting Common Stock	09/21/2015		M ⁽¹⁾⁽³⁾	V	100,000	A	\$ 10.24

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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)
					Code	V	(A) (D)		
Stock Option (Right to Buy)	\$ 10.24	09/21/2015		M ⁽¹⁾⁽³⁾	V	100,000	<u>(2)</u> 05/09/2017	Class B Voting Common Stock	100,000

Reporting Owners

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

Signatures

/s/ Ellen Cotter, Co-Executor of the Estate of James J. Cotter, Sr., Deceased, on behalf of the Estate of James J. Cotter, Sr., Deceased	10/09/2015
__Signature of Reporting Person	Date
/s/ Margaret Cotter, Co-Executor of the Estate of James J. Cotter, Sr., Deceased, on behalf of the Estate of James J. Cotter, Sr., Deceased	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) On September 21, 2015, the Compensation and Stock Options Committee of Reading International, Inc. (the "Company") approved the exercise by the Estate of James J. Cotter, Sr. of the options to acquire 100,000 shares of Class B Voting Common Stock.
 - (2) Currently exercisable.
 - (3) All reported transactions are exempt pursuant to Rule 16a-2(d).

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(4) Represents Class A Non-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 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 reporting person.

(5) 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.

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