

Gleason John J
 Form 4
 February 12, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Gleason John J

2. Issuer Name and Ticker or Trading Symbol
 RYDER SYSTEM INC [R]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11690 N.W. 105TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Sales Officer

(Street)
 MIAMI, FL 33178

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| common stock | 02/08/2019 | | F(1) | 642 D \$ 57.92 | 17,405 (2) | D | |
| common stock | 02/08/2019 | | M | 1,900 A \$ 0 | 19,305 | D | |
| common stock | 02/08/2019 | | A | 2,244 (3) A \$ 0 | 21,549 | D | |

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

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) | Date Exercisable | Expiration Date | 7. Title of Underlying Security (Instr. 3) |
|---|--|---|---|-----------------------------------|--|---|------------------|-----------------|---|
| Performance-Based Restricted Stock Rights | \$ 0 | 02/08/2019 | | M | 2,890 <u>(4)</u> | <u>(5)</u> | | <u>(5)</u> | common stock |
| Stock Option (right to buy) | \$ 57.92 | 02/08/2019 | | A | 11,074 | <u>(6)</u> | | 02/08/2029 | common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Gleason John J 11690 N.W. 105TH STREET MIAMI, FL 33178 | Director 10% Owner Officer EVP & Chief Sales Officer |

Signatures

/s/ Indira Sordo, by power of attorney

02/12/2019

__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) Represents shares of common stock withheld by the Company for the payment of taxes due upon the vesting of performance-based restricted stock rights (PBRsRs).
 - (2) Includes 195 shares of common stock acquired by the reporting person under the Company's dividend reinvestment plan since the date of the reporting person's last Section 16 filing.
 - (3) Represents time-based restricted stock rights granted to the reporting person by the Company, which vest ratably over a term of three years.
 - (4) With respect to PBRsRs for the first, second and third performance periods, 819 shares, 579 shares and 502 shares were earned, respectively.
 - (5) The performance cycle for the PBRsRs was segmented into three performance periods. The performance cycle ended on December 31, 2018. The PBRsRs earned for each performance period vested upon Board approval on February 8, 2019.
 - (6) The stock options vest in three equal installments on February 8, 2020, February 8, 2021 and February 8, 2022.

Edgar Filing: Gleason John J - Form 4

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.