

READING INTERNATIONAL INC

Form 4

November 15, 2016

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gould William David

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 DR STE 900

(Street)

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

11/11/2016

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

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

LOS ANGELES, CA 90045

(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)
Stock Options; Right to Buy Class A Non-voting Common Stock ⁽¹⁾ ⁽²⁾	11/11/2016		A ⁽¹⁾	5,000 ⁽¹⁾	A \$ 8.35	42,340 ⁽¹⁾	D
Stock Options; Right to Buy Class A Non-voting	11/11/2016		A ⁽¹⁾	1,979 ⁽¹⁾	A \$ 8.35	44,319 ⁽¹⁾	D

Common
Stock (1) (2)

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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options; Right to Buy Class A Non-voting Common Stock ⁽²⁾	\$ 8.35 ⁽¹⁾	11/11/2016		D ⁽¹⁾		5,000		01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	5
Stock Options; Right to Buy Class A Non-voting Common Stock ⁽²⁾	\$ 13.82 ⁽¹⁾	11/11/2016		F ⁽¹⁾		3,021		01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	3
Stock Options; Right to Buy Class A Non-voting Common Stock ⁽²⁾	\$ 8.35 ⁽¹⁾	11/11/2016		D ⁽¹⁾		1,979		01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gould William David 6100 CENTER DR STE 900 LOS ANGELES, CA 90045	X

Signatures

William D. Gould 11/15/2016

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) Mr. Gould exercised options to acquire 10,000 shares at \$ 8.35 per share. The option exercise price for 5,000 of such options was paid \$41,750.00 in cash, with the remaining 5,000 options exercised through a net exercise of options, where the shares surrendered were valued at \$ 13.82, the closing price for Reading Class A Common Stock on Thursday, November 10, 2016, resulting in the issuance to Mr. Gould of 1,979 shares.

(2) Granted pursuant to the Company's 2010 Stock Incentive Plan.

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.