

COTTER MARGARET

Form 4

March 27, 2019

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)
5995 SEPULVEDA BLVD, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2019

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP, Real Estate Development

(Street)
CULVER CITY, CA 90230

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 Indirect Beneficial Ownership (Instr. 4)
Class A Nonvoting Common Stock	03/23/2019		M	940 A	11 816,154	D	
Class A Nonvoting Common Stock	03/23/2019		F	359 D	\$ 15.65 815,795	D	
Class B Voting Stock					35,100	D	

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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)	Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	(1)	03/23/2019		M	940	(2) (2)	Class A Non-Voting Common Stock 940
Restricted Stock Units	(1)					(3) (3)	Class A Non-Voting Common Stock 3,872
Stock Option; Right to Buy; Class A Non-Voting Common Stock	\$ 16.14					(3) 03/13/2024	Class A Non-Voting Common Stock 17,806
Restricted Stock Units	(1)					(4) (4)	Class A Non-Voting Common Stock 3,667
Stock Options; Right to Buy; Class A Non-Voting Common	\$ 16.36					(4) 04/12/2023	Class A Non-Voting Common Stock 15,831

Stock

Stock

Options;

Right to

Buy; Class

A

Non-Voting

Common

Stock

\$ 15.97

(5)

03/22/2022

Class A
Non-Voting
Common
Stock

13,005

Restricted
Stock Units(1)(6)(6)Class A
Non-Voting
Common
Stock

1,046

Stock

Options;

Right to

Buy; Class

A

Non-Voting

Common

Stock

\$ 11.95

(7)

03/09/2021

3/9/2021

4,980

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER MARGARET 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230	X	X	EVP, Real Estate Development	

Signatures

/s/ Margaret
Cotter

03/27/2019

**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) Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting on the unit.

(2) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 3,757 restricted stock units. The first and second installments vested on March 23, 2018 and March 23, 2019, and the next two installments vest on March 23, 2020 and March 23, 2021.

(3) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 14, 2019.

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- (4) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 13, 2018.

- (5) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 17,341 stock options. The first and second installments became exercisable on March 23, 2018 and March 23, 2019, and the next two installments become exercisable on March 23, 2020 and March 23, 2021.

- (6) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 4,184 restricted stock units. The three installments vested on March 10, 2017, March 10, 2018, March 10, 2019. The last installment will vest on March 10, 2020.

- (7) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 19,921 stock options. The first three installments became exercisable on March 10, 2017, March 10, 2018 and March 10, 2019. The last installment becomes exercisable on March 10, 2020.

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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