

READING INTERNATIONAL INC

Form 4

December 29, 2005

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COTTER JAMES J

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)

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

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

C/O READING INTERNATIONAL,
INC., 500 CITADEL DR, STE 300

12/27/2005

Chief Executive Officer

(Street)

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

COMMERCE, CA 90040

(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. 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)
RDI Class B Voting Common Stock					1,023,888	D ⁽¹⁾	
RDI Class A Nonvoting Common Stock	12/27/2005		J ⁽²⁾	420,193	A \$ 7.67	3,411,273	D ⁽¹⁾
RDI Class A					1,565,782	I	Hecco Ventures

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Nonvoting Common Stock						(3)
RDI Class A Nonvoting Common Stock	29,730	I				Profit Sharing Plan

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (4)	\$ 10.24			Code V (A) (D)		Date Exercisable 04/18/1998 ⁽⁵⁾ Expiration Date 04/18/2007	Class B Common Stock	137,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER JAMES J C/O READING INTERNATIONAL, INC. 500 CITADEL DR, STE 300 COMMERCE, CA 90040	X	X	Chief Executive Officer	

Signatures

/s/ James J.
Cotter
Date
12/28/2005

Signature of
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).

(1) Shares are held by James J. Cotter Living Trust.

Transfer is incident to the dissolution and winding up of Cotter Associates, LLC (a Cotter family entity). As a result of the dissolution,

(2) 10,000 shares that were previously held indirectly by Mr. Cotter through Cotter Associates, LLC are now held directly by Mr. Cotter through the James J. Cotter Living Trust.

Mr. Cotter is the general partner of a limited partnership which is, in turn, the general partner of Hecco Ventures, a California partnership.

(3) Mr. Cotter has voting power over the shares owned by Hecco Ventures. His interest varies from time to time depending upon the extent of his capital account in the limited partnership and of the limited partnership's capital account in Hecco Ventures.

(4) Right to buy.

These options were originally 460,000 shares of Reading Entertainment, Inc. common stock. 90,000 of these shares were to become exercisable conditional upon an Asset Put exercise, which lapsed unexercised. The remaining 370,000 shares were converted into 462,500 shares of Reading International, Inc. Class A Nonvoting stock, based on a conversion rate of 1.25 per share. Of these shares, 325,000

(5) shares lapsed unexercised because they were to be granted upon the condition that Reading Entertainment convertible preferred shares held by Craig Corporation and Reading International, Inc. were converted into the common stock of Reading Entertainment, Inc., which did not occur. The remaining 137,500 shares vested in equal installments over four years, the first 25% vesting on April 18, 1998, the first anniversary of the grant.

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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