

READING INTERNATIONAL INC
Form 4
September 18, 2014

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 *
Cotter James J JR

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 DRIVE, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

LOS ANGELES, CA 90045

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 Non-Voting Common Stock | 09/13/2014 | | W ⁽¹⁾ | 705,180 A \$ 0 | 705,180 | I | Co-Trustee and Beneficiary of the James J. Cotter Living Trust ⁽¹⁾ |
| Class B Voting Stock | 09/13/2014 | | W ⁽²⁾ | 614,333 A \$ 0 | 614,333 | I | By James J. Cotter Living Trust ⁽²⁾ |
| | | | | | 832,961 | D | |

Class A
Non-Voting
Common
Stock

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.

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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 Shares |
| Employee Stock Options (Right to Buy) | \$ 10.24 | 09/13/2014 | | W ⁽²⁾ | 60,000 | 09/13/2014 | 05/09/2017 | Class B Voting Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cotter James J JR 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045 | X | | CEO and President | |

Signatures

/s/ James J.
Cotter, Jr. 09/17/2014

**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).

The reporting person is Co-Trustee and Beneficiary of the James J. Cotter Living Trust, dated August 1, 2000, as amended, (the "Trust"), which owns of record 2,115,539 shares of Class A Non-Voting Common Stock, 1,023,888 shares of Class B Voting Common Stock, and

(1) options to acquire 100,000 shares of Class B Voting Stock. James J. Cotter, Sr. passed away on the Transaction Date (September 13, 2014), at which time the Trust became irrevocable. As a result, the reporting person acquired a pecuniary interest in 705,180 shares of the Class A Non-Voting Common Stock under the terms of the Trust.

The Class B Voting Stock and options to acquire Class B Voting Stock are held for the benefit of the grandchildren of James J. Cotter, Sr.

(2) The reporting person, due to the status of his children as beneficiaries under the Trust with respect to the Class B Voting Stock and options, may be deemed to have acquired a pecuniary interest to the extent of his children's 60% pecuniary interest in such securities.

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.