

McEachern Douglas James
Form 4
March 27, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McEachern Douglas James

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)

03/23/2018

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

(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

CULVER CITY, CA 90230

(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)
			Code	V	Amount	(D)	Price
Class A Non-Voting Common Stock	03/23/2018		M		5,000	A	\$ 6.11
					44,704	I	
							McEachern Family Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

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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
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$ 6.11	03/23/2018		M	5,000	06/21/2013 06/20/2018	Class A Non-Voting Common Stock 5,000
Restricted Stock Units	(1)					(2) (3)	Class A Non-Voting Common Stock 4,100
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$ 12.34					01/15/2015 01/14/2020	Class A Non-Voting Common Stock 2,000
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$ 10.48					01/15/2016 01/14/2021	Class A Non-Voting Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

McEachern Douglas James
5995 SEPULVEDA BLVD
SUITE 300
CULVER CITY, CA 90230

X

Signatures

/s/ Doug
McEachern

03/27/2018

__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 of unit.
- (2) The Directors' Restricted Stock Units vest on January 2, 2019 (the first business day of 2019).
- (3) Granted pursuant to the Company's 2010 Stock Incentive Plan.

In prior filings for the Reporting Person, Column 9 of Table II has included the cumulative total of all the outstanding stock option grants to acquire Class A Non-Voting Common Stock for the Reporting Person. Some of those stock option grants previously included in such

- (4) total were separate classes of Derivative Securities not required to be reported in connection with the reported transaction. In this report, all of the Reporting Person's stock option grants to acquire Class A Common Stock are reported supplementally in Table II to assist in comparison of prior filings.

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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