

Gould William David  
 Form 4  
 January 04, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
 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)  
 5995 SEPULVEDA BLVD, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2018

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price |   |  |                                   |
| Class A Nonvoting Common Stock  | 01/02/2018                           |  | M                              | 4,383   | A     | 53,723  | D  |                                   |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                                       | <u>(1)</u>   | 01/02/2018                           |  | M                              | 4,383   | <u>(2)</u> <u>(3)</u>                                    | Class A Non-Voting Common Stock                             |
| Restricted Stock Units                                       | <u>(1)</u>   | 01/02/2018                           |  | A                              | 4,199   | <u>(4)</u> <u>(3)</u>                                    | Class A Non-Voting Common Stock                             |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 6.11  |                                      |  |                                |   | 06/21/2013 06/20/2018                                    | Class A Non-Voting Common Stock                             |
| 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                             |
| 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                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Gould William David<br>5995 SEPULVEDA BLVD<br>SUITE 300<br>CULVER CITY, CA 90230 | X             |           |         |       |

## Signatures

/s/ William D.  
Gould 01/04/2018

\*\*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 the unit.
  - (2) The Directors' Restricted Stock Units vest on January 2, 2018 (the first business day of 2018).
  - (3) Granted pursuant to the Company's 2010 Stock Incentive Plan.
  - (4) The Directors' Restricted Stock Units vest on January 2, 2019 (the first business day of 2019).
- 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
- (5) 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. 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.