

READING INTERNATIONAL INC

Form 4/A

August 24, 2015

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 *
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)
06/30/2015

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

LOS ANGELES, CA 90045

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/16/2015

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 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 Indirect Beneficial (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Class A Voting Common Stock | 06/30/2015 | | M | 12,500 A | \$ 3.87 845,461 | D | |
| Class A Voting Common Stock | 06/30/2015 | | F | 6,666 D | \$ 13.85 838,795 | D | |
| Class A Voting Common Stock | 06/30/2015 | | M | 50,000 A | \$ 6.31 888,795 | D | |

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Class A
Voting
Common 06/30/2015 F 32,369 D \$ 13.85 856,426 D
Stock

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 Shares |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 3.87 | 06/30/2015 | | M | 12,500 | 07/06/2010 07/05/2015 | Class A Voting Common Stock 12,500 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 6.31 | 06/30/2015 | | M | 50,000 | 06/03/2013 06/02/2018 | Class A Voting Common Stock 50,000 |

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 | X | See Remarks | |

Signatures

/s/ James J.
Cotter, Jr. 08/24/2015

**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) 2010 Stock Incentive Plan.

Remarks:

On June 18, 2015 , the issuer disclosed in a Current Report on Form 8-K that, on June 12, 2015, the board of directors of the is

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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