

READING INTERNATIONAL INC
 Form 5
 February 14, 2011

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

500 CITADEL DRIVE, SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

COMMERCE, CA 90040

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Class A Nonvoting Common Stock | 12/22/2006 | | G5 | 4,000 D | \$ 0 2,412,952 | I | James J. Cotter Living Trust |
| Class A Nonvoting Common | 06/10/2008 | | G5 | 4,000 D | \$ 0 2,412,952 | I | James J. Cotter Living Trust |

Stock

| | | | | | | | | | |
|--------------------------------|------------|---|----|---------|---|------|---------------------------------|---|------------------------------|
| Class A Nonvoting Common Stock | 03/25/2010 | Â | G | 3,000 | D | \$ 0 | 2,412,952 | I | James J. Cotter Living Trust |
| Class A Nonvoting Common Stock | 12/30/2010 | Â | G | 289,390 | D | \$ 0 | 2,412,952 | I | James J. Cotter Living Trust |
| Class A Nonvoting Common Stock | 12/31/2010 | Â | A4 | 174,825 | A | \$ 0 | <u>2,412,952</u> ⁽¹⁾ | I | James J. Cotter Living Trust |
| Class A Nonvoting Common Stock | Â | Â | Â | Â | Â | Â | 29,730 | I | Profit Sharing Plan |
| Class A Nonvoting Common Stock | Â | Â | Â | Â | Â | Â | 10,000 | I | Cotter Enterprises, LLC |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|--|-------------------------------------|-------------------------------------|---|--------------------------|
| COTTER JAMES J 500 CITADEL DRIVE SUITE 300 COMMERCE, CA 90040 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> Chief Executive Officer | <input type="checkbox"/> |

Signatures

/s/ James J. Cotter 02/14/2011

 **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) Includes 40,875 shares received as a liquidating distribution from Hecco Ventures I. In prior reports, the reporting person reported beneficial ownership of 768,076 shares of Class A Nonvoting Common Stock held by Hecco Ventures I.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.