

READING INTERNATIONAL INC  
Form 4  
January 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 MARGARET

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 DR STE 900  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/13/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President / Member of 13(d)(3) Group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Nonvoting Common Stock  | 01/13/2017                           |  | F(1)                           | 4,935   | D   | \$ 16.92   | 809,238 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)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options; Right to Buy; Class A Non-voting Common Stock | \$ 8.35  | 01/13/2017                           |  | M                              | 10,000  | (2) 01/18/2017   | Class A Non-Voting Common Stock 10,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                          |                          |
|--|---------------|-----------|--------------------------|--------------------------|
|  | Director      | 10% Owner | Officer                  | Other                    |
| COTTER MARGARET<br>6100 CENTER DR STE 900<br>LOS ANGELES, CA 90045 | X             | X         | Executive Vice President | Member of 13(d)(3) Group |

## Signatures

Margaret Cotter 01/23/2017

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) Represents Class a Non-Voting Common Stock shares returned to Reading International, Inc. (the "Company") for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 10,000 shares of Class A Non-Voting Common Stock on January 13, 2017. There was no open market sale of such Class A Non-Voting Common shares by the reporting person.

(2) Currently exercisable

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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