

READING INTERNATIONAL INC
Form 4
October 23, 2013

FORM 4

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).

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 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)
6100 CENTER DRIVE, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2012

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock Non-Voting	09/07/2012		J ⁽¹⁾		990,000	A	\$ 6,423,510 ⁽²⁾	3,952,388	I	Cotter Enterprises, LLC
Class A Common Stock Non-Voting	07/01/2013		G ⁽³⁾		4,500 ⁽³⁾	D	\$ 6.34	3,947,888	I	James J. Cotter Foundation
Class A Common Stock Non-Voting	10/21/2013		J ⁽¹⁾		990,000	D	\$ 4,553,010 ^{(2) (4)}	2,957,888	I	Cotter Enterprises, LLC

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is an illiquid, non-controlling interest with material limitations on transferability. The net effect of the Restructuring is that Mr. Cotter's pecuniary interest in the 1,000,000 shares held by CE is the same currently as it was prior to September 7, 2012.

(3) Gifted to Non-Profit

(4) The purchase agreement with respect to the sale of the membership interest provides that the interest transferred will be independently appraised, and that the purchase price will be adjusted to reflect the results of this appraisal.

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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