READING INTERNATIONAL INC
Form 4
November 15, 2016

FORM 4

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gould William David

(Last) (First) (Middle)

6100 CENTER DR STE 900

(Street)

LOS ANGELES, CA 90045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
READING INTERNATIONAL INC [RDI]

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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			
Stock Options; Right to Buy Class A Non-voting Common Stock (1) (2)	11/11/2016		A(1)		5,000 (1)	A	$ 8.35	42,340 (1)	D	
Stock Options; Right to Buy Class A Non-voting	11/11/2016		A(1)		1,979 (1)	A	$ 8.35	44,319 (1)	D	

Common Stock (1) (2)

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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Stock Options; Right to Buy Class A Non-voting Common Stock (2)	$ 8.35 (1)	11/11/2016		D(1)			5,000	01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	5
Stock Options; Right to Buy Class A Non-voting Common Stock (2)	$ 13.82 (1)	11/11/2016		F(1)		3,021		01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	3
Stock Options; Right to Buy Class A Non-voting Common Stock (2)	$ 8.35 (1)	11/11/2016		D(1)		1,979		01/19/2007	01/19/2017	RDI Class A Nonvoting Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gould William David 6100 CENTER DR STE 900 LOS ANGELES, CA 90045	X			

Signatures

William D. Gould	11/15/2016
**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) Mr. Gould exercised options to acquire 10,000 shares at $ 8.35 per share. The option exercise price for 5,000 of such options was paid $41,750.00 in cash, with the remaining 5,000 options exercised through a net exercise of options, where the shares surrendered were valued at $ 13.82, the closing price for Reading Class A Common Stock on Thursday, November 10, 2016, resulting in the issuance to Mr. Gould of 1,979 shares.

(2) Granted pursuant to the Company's 2010 Stock Incentive Plan.

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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