

Tompkins Sidney Craig
Form 4
August 30, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tompkins Sidney Craig

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)
5995 SEPULVEDA BLVD, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, General Counsel

(Street)
CULVER CITY, CA 90230

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Class A Nonvoting Common Stock	08/29/2018		M	1,849 A	5,137	D	
Class A Nonvoting Common Stock	08/29/2018		F	916 D	\$ 4,221 16.15	D	
Class A Non-Voting Stock					55,825	I	Various retirement accounts

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	08/29/2018		M		1,849		(2)	(2)	Class A Non-Voting Common Stock	1,849
Stock Option; Right to Buy; Class A Non-Voting Common Stock	\$ 15.67							(3)	08/28/2022	Class A Non-Voting Common Stock	(3)
Restricted Stock Units	(1)							(4)	(4)	Class A Non-Voting Common Stock	(4)
Stock Option; Right to Buy; Class A Non-Voting Common Stock	\$ 15.97							(5)	03/22/2022	Class A Non-Voting Common Stock	(5)
Restricted Stock Units	(1)							(6)	(6)	Class A Non-Voting Common	(6)

Stock

Stock
Option;
Right to
Buy; Class
A
Non-Voting
Common
Stock

\$ 16.44

(7)

04/11/2023

Class A
Non-Voting
Common
Stock

(7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tompkins Sidney Craig 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230			EVP, General Counsel	

Signatures

/s/ S. Craig
Tompkins

08/30/2018

****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) Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, August 29, 2017. Original grant was for 7,394 restricted stock units. The first and second installments vested on August 29, 2017 and August 28, 2018, respectively. The next remaining installments vest on August 29, 2019 and August 29, 2020.
- (2)
- Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, August 29, 2017. Original grant was for 19,921 stock options. The first and second installments became exercisable on August 29, 2017 and August 29, 2018, respectively. The remaining installments become exercisable on August 29, 2019 and August 29, 2020.
- (3)
- Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 3,757 restricted stock units. The first installment vested on March 23, 2018, and the remaining installments vest on March 23, 2019, March 23, 2020 and March 23, 2021.
- (4)
- Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 17,341 stock options. The first installment became exercisable on March 23, 2018. The remaining installments become exercisable on March 23, 2019, March 23, 2020 and March 23, 2021.
- (5)
- Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 12, 2018. The restricted stock units vest on April 12, 2019, April 12, 2020, April 12, 2021 and April 12, 2022.
- (6)
- (7)

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Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 12, 2018. The options become exercisable on April 12, 2019, April 12, 2020, April 12, 2021 and April 12, 2022.

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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