

RITCHIE BROS AUCTIONEERS INC
 Form 4
 March 09, 2016

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 *
 Olive Douglas William

2. Issuer Name and Ticker or Trading Symbol
 RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Pricing & Appraisals

C/O RITCHIE BROS.
 AUCTIONEERS INC., 9500
 GLENLYON PARKWAY
 (Street)

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

BURNABY, A1 V5J 0C6
 (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 |
| Common Shares | 03/04/2016 | | M | | 1,569 | A | Ⓣ |
| Common Shares | 03/04/2016 | | M | | 115 | A | Ⓣ |
| Common Shares | 03/04/2016 | | D | | 1,684 | D | \$ 23.33 |
| Common Shares | | | | | 12,861 | I | Long-Term Investment Plan |

| | | | |
|------------------|----------------------|---|---------------------------------------|
| Common Shares | 1,224 ⁽²⁾ | I | Employee Stock Purchase Plan |
|------------------|----------------------|---|---------------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| 2013 DER RSU ⁽³⁾ | ⁽⁴⁾ | 03/04/2016 | | A | 11 | ⁽⁴⁾ ⁽⁴⁾ | Common Shares | 11 | \$ |
| 2014 DER RSU ⁽⁵⁾ | ⁽⁶⁾ | 03/04/2016 | | A | 10 | ⁽⁶⁾ ⁽⁶⁾ | Common Shares | 10 | \$ |
| 2013 RSU ⁽⁷⁾ | ⁽¹⁾ | 03/04/2016 | | M | 1,569 | ⁽¹⁾ ⁽¹⁾ | Common Shares | 1,569 | \$ |
| 2013 DER RSU ⁽³⁾ | ⁽¹⁾ | 03/04/2016 | | M | 115 | ⁽¹⁾ ⁽¹⁾ | Common Shares | 115 | \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Olive Douglas William
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

Sr. VP, Pricing & Appraisals

Signatures

Maria Teresa Punsalan as attorney-in-fact for Douglas William Olive

03/09/2016

__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) Each RSU and DER represented a contingent right to receive the economic equivalent of one RBA common share. The RSUs and DERs vested on 3/4/2016. As determined by the Compensation Committee, the cash value of the common shares underlying the vested RSUs and DERs (determined in accordance with the RBA Restricted Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the RSUs and DERs vested.

(2) Updated to include all Employee Stock Purchase Plan purchases through February 29, 2016.

(3) Dividend Equivalent Rights ("DER") for 2013 Restricted Share Units

(4) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of the 2013 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

(5) Dividend Equivalent Rights ("DER") for 2014 Restricted Share Units

(6) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of the 2014 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

(7) Restricted Share Units ("RSUs") - 2013

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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