

Tompkins Sidney Craig
 Form 4
 March 27, 2019

FORM 4

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

OMB APPROVAL

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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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/23/2019

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

CULVER CITY, CA 90230

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 | 03/23/2019 | | M | 940 | A | Ⓐ | 5,161 | D | |
| Class A Nonvoting Common Stock | 03/23/2019 | | F | 466 | D | \$ | 15.65 | 4,695 | D |
| Class A Non-Voting Common | | | | | | | 55,825 | I | Various retirement accounts |

Stock

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) | Amount or Number of Share |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | (1) | 03/23/2019 | | M | 940 | (2) (2) | Class A Non-Voting Common Stock | 940 |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 15.67 | | | | | (3) 08/28/2022 | Class A Non-Voting Common Stock | 19,921 |
| Restricted Stock Units | (1) | | | | | (8) (8) | Class A Non-Voting Common Stock | 2,817 |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 15.97 | | | | | (4) 03/22/2022 | Class A Non-Voting Common Stock | 17,341 |
| | (1) | | | | | (5) (5) | | 3,649 |

Restricted
Stock Units

Class A
Non-Voting
Common
Stock

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

\$ 16.44

(6)

04/11/2023

Class A
Non-Voting
Common
Stock

15,748

Restricted
Stock Units

(1)

(7)

(7)

Class A
Non-Voting
Common
Stock

3,880

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

\$ 16.1

(7)

03/12/2024

Class A
Non-Voting
Common
Stock

17,857

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

03/27/2019

**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.
- (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, March 23, 2017. Original grant was for 3,757 restricted stock units. The first and second installments

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vested on March 23, 2018 and March 23, 2019 and the next two installments vest on March 23, 2020 and March 23, 2021.

(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, 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. The next two installments become exercisable on August 29, 2019 and August 29, 2020.

(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, and the next three 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) 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.

(7) 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 13, 2019.

(8) 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 March 23, 2019 and the remaining installments vest on March 23, 2020 and March 23, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.