

READING INTERNATIONAL INC

Form 4

December 22, 2008

**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  
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2005  
Estimated average  
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response... 0.5

(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)  
500 CITADEL DRIVE, SUITE 300  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2008

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

COMMERCE, CA 90040

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)
Class A Nonvoting Common Stock	04/21/2008		J	16,047 (1) A	\$ 7.79 32,094	D	
Class A Nonvoting Common Stock	04/21/2008		J	15,133 (2) A	\$ 8.26 47,227	D	
Class A Nonvoting Common Stock					2,227,276	I	James J. Cotter Living Trust

Class A Nonvoting Common Stock	10,000	I	Cotter Enterprises, LLC
Class A Nonvoting Common Stock	1,565,782	I	Hecco Ventures <sup>(3)</sup>
Class A Nonvoting Common Stock	29,730	I	Profit Sharing 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.**

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER JAMES J 500 CITADEL DRIVE SUITE 300 COMMERCE, CA 90040	X	X	Chief Executive Officer	

## Signatures

/s/ James J.  
Cotter

12/18/2008

\_\_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).
- Mr. Cotter received 16,047 shares of Class A Nonvoting Common Stock pursuant to a stock-based bonus approved by the Company's Compensation Committee on July 18, 2005. Details of the bonus are described in the Compensation Committee reports in the Company's proxy statements.
- Mr. Cotter received 15,133 shares of Class A Nonvoting Common Stock pursuant to a stock-based bonus approved by the Company's Compensation Committee on February 21, 2007. Details of the bonus are described in the Compensation Committee reports in the Company's proxy statements
- Mr. Cotter is the general partner of a limited partnership which is, in turn, the general partner of Hecco Ventures, a California partnership.
- (1) Compensation Committee on July 18, 2005. Details of the bonus are described in the Compensation Committee reports in the Company's proxy statements.
  - (2) Compensation Committee on February 21, 2007. Details of the bonus are described in the Compensation Committee reports in the Company's proxy statements
  - (3) Mr. Cotter has voting power over the shares owned by Hecco Ventures. His interest varies from time to time depending upon the extent of his capital account in the limited partnership and of the limited partnership's capital account in Hecco Ventures.

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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