

SANCHEZ ROBERT E

Form 4

February 12, 2019

**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 \*  
SANCHEZ ROBERT E

(Last) (First) (Middle)

11690 N.W. 105TH STREET

(Street)

MIAMI, FL 33178

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RYDER SYSTEM INC [R]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chair and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| common<br>stock                       | 02/08/2019                              |   | F <sup>(1)</sup>                     | V Amount (D) Price<br>7,204 D \$ 57.92                                  | 81,721   | D   |  |
| common<br>stock                       | 02/08/2019                              |   | M                                    | 18,313 A \$ 0   | 100,034  | D   |  |
| common<br>stock                       | 02/08/2019                              |   | A                                    | 14,848<br><sup>(2)</sup> A \$ 0   | 114,882  | D   |  |
| common<br>stock                       |   |   |                                      |   | 22,980   | I   | By Ryder<br>Employee<br>Savings Plan                           |
| common<br>stock                       |   |   |                                      |   | 2,983  | I   | By Ryder<br>Deferred   |

Compensation  
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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title of Underlying Security<br>(Instr. 3) |
|---|--|---|---|-----------------------------------|--|---|---|
|   |  |   |   | Code V (A) (D)                    |  | Date Exercisable Expiration Date                            | Title   |
| Performance-Based Restricted Stock Rights     | \$ 0   | 02/08/2019                              |   | M                                 | 27,840<br>(3)  | (4) (4)   | common stock                                  |
| Stock Option (right to buy)                   | \$ 57.92   | 02/08/2019                              |   | A                                 | 73,259   | (5) 02/08/2029  | common stock                                  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| SANCHEZ ROBERT E<br>11690 N.W. 105TH STREET<br>MIAMI, FL 33178 | X             |           | Chair and CEO |       |

## Signatures

/s/ Indira Sordo, by power of attorney

02/12/2019

\*\*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) Represents shares of common stock withheld by the Company for the payment of taxes due upon the vesting of performance-based restricted stock rights (PBRsRs).
- (2) Represents time-based restricted stock rights granted to the reporting person by the Company, which vest ratably over a term of three years.

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- (3) With respect to PBRsRs for the first, second and third performance periods, 7,888 shares, 5,592 shares and 4,833 shares were earned, respectively.
- (4) The performance cycle for the PBRsRs was segmented into three performance periods. The performance cycle ended on December 31, 2018. The PBRsRs earned for each performance period vested upon Board approval on February 8, 2019.
- (5) The stock options vest in three equal installments on February 8, 2020, February 8, 2021 and February 8, 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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