

MATYCZYNSKI ANDRZEJ J

Form 4

April 16, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATYCZYNSKI ANDRZEJ 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)
5995 SEPULVEDA BLVD, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
COO - Domestic Cinemas

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Nonvoting Common Stock	04/12/2019		M	685 A	29,426	D	
Class A Nonvoting Common Stock	04/12/2019		F	237 D	\$ 16.02 29,189	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	<u>(1)</u>	04/12/2019		M	685	<u>(2)</u> <u>(2)</u>	Class A Non-Voting Common Stock 685
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$ 16.44					<u>(3)</u> 04/11/2023	Class A Non-Voting Common Stock 11,811

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATYCZYNSKI ANDRZEJ J 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230	COO - Domestic Cinemas

Signatures

/s/ Andrzej
Matyczynski 04/16/2019

__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.

On April 12, 2018, the reporting person was granted 2,737 restricted stock units, vesting in four equal installments beginning on the first anniversary of the Date of Grant. The first installment vested on April 12, 2019, and the remaining three installments vest on April 12, 2020, April 12, 2021 and April 12, 2022.

- (3) On April 12, 2018, the reporting person was granted 11,811 stock options vesting in four equal installments beginning on the first anniversary of the Date of Grant. The first installment became exercisable on April 12, 2019, and the remaining three installments become exercisable on 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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