

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lucas Steven John</u>			2. Issuer Name and Ticker or Trading Symbol <u>READING INTERNATIONAL INC [ RDI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP, Controller &amp; CAO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>189 SECOND AVENUE SUITE 2S</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
<u>NEW YORK</u>	<u>NY</u>	<u>10003</u>						

**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			
<u>Class A Non-Voting Common Stock</u>	<u>04/18/2024</u>		<u>M</u>		<u>3,686</u>	<u>A</u>	<u>(I)</u>	<u>55,087</u>	<u>D</u>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Restricted Stock Units</u>	<u>(I)</u>	<u>04/18/2024</u>		<u>M</u>		<u>3,686</u>		<u>(2)(3)</u>	<u>(2)(3)</u>	<u>Class A Non-Voting Common Stock</u>	<u>3,686</u>	<u>\$0</u>	<u>7,371</u>	<u>D</u>	

**Explanation of Responses:**

- Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non Voting Common Stock upon vesting of the unit.
- As previously reported, a total of 19,657 restricted stock units were granted on April 18, 2022 pursuant to the Company's 2020 Stock Incentive Plan. Of that amount, (i) 14,743 restricted stock units vest in four equal annual installments commencing on April 18, 2023, April 18, 2024, April 18, 2025 and April 18, 2026; and (ii) 4,914 performance based restricted stock units (PRSU) vest on the third anniversary of the Date of Grant, April 18, 2025; provided that (a) the reporting person has not undergone a termination of his service at the vesting date (or earlier accelerating event), and (b)(1) one third of the performance criteria (PRSU Criteria) has been met and certified by the Compensation and Stock Option Committee (Committee) for the year ended December 31, 2022, such determination to be made before March 10, 2023; 3. and (2) two thirds of the PRSU Criteria shall be based upon performance for the two remaining calendar years (2023 and 2024) under objective performance criteria to be established by the Committee, and shall be subject to the certification by the Committee that such PRSU Criteria, or portion thereof (stated as a percentage), has been met. The Committee must certify on or before March 10, 2024 the percentage of the PRSU Criteria which has been met for the calendar years 2023 and 2024. On March 9, 2023, the Committee determined and certified that the reporting person met 15% of PRSU criteria for the year ended December 31, 2022. On April 5, 2024, the Committee determined and certified that the reporting person met 89% of PRSU criteria for the year ended December 31, 2023.

/s/ Steve J. Lucas 04/22/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**