

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>COTTER MARGARET</u> (Last) (First) (Middle) 6100 CENTER DRIVE SUITE 900 (Street) LOS ANGELES CA 90045 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of Sec.13(d)(3) Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Class A Non-Voting Common Stock	04/08/2015		F ⁽¹⁾		3,503	D	\$13.81	814,097	D	
Class A Non-Voting Common Stock	04/08/2015		M		12,500	A	\$3.87	826,597	D	
Class A Non-Voting Common Stock	04/17/2015		F ⁽⁸⁾		22,424	D	\$13.25	804,173	D	
Class A Non-Voting Common Stock								1,897,649 ⁽³⁾	I	Co-trustee and beneficiary for the James J. Cotter Living Trust ⁽³⁾
Class A Non-Voting Common Stock								289,390 ⁽⁹⁾	I	Co-trustee of James J. Cotter Grandchildren Trust
Class A Non-Voting Common Stock								102,751 ⁽¹⁰⁾	I	Co-trustee of James J. Cotter Foundation
Class A Non-Voting Common Stock	12/31/2014		A ⁽⁶⁾⁽¹¹⁾	V	160,643	A	\$7.47 ⁽¹¹⁾	408,263	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽⁴⁾
Class A Non-Voting Common Stock	09/21/2015		F ⁽⁵⁾⁽⁶⁾	V	81,463	D	\$12.57	326,800	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽⁴⁾
Class B Voting Common Stock	04/17/2015		M		17,550	A	\$8.32	17,550	D	
Class B Voting Common Stock	04/17/2015		M		17,550	A	\$8.61	35,100	D	
Class B Voting Common Stock								278,432 ⁽³⁾	I	Co-trustee and beneficiary for the James J. Cotter Living Trust ⁽³⁾
Class B Voting Common Stock	09/21/2015		M ⁽⁶⁾⁽⁷⁾	V	100,000	A	\$10.24	427,808	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽⁴⁾

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 (Instr. 6)		7. Title and Class of Underlying 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)
						(A)	(D)	Date Exercisable (2)	Expiration Date					
Stock Option (Right to Buy)	\$3.87	04/08/2015		M	V		12,500	(2)	07/05/2015	Class A Non-Voting Common Stock	\$0	0	D	
Stock Option (Right to Buy)	\$8.32	04/17/2015		M			8,775	(2)	09/15/2020	Class B Voting Common Stock	\$0	0	D	
Stock Option (Right to Buy)	\$8.32	04/17/2015		M			8,775	(2)	09/14/2020	Class B Voting Common Stock	\$0	0	D	
Stock Option (Right to Buy)	\$8.61	04/17/2015		M			17,550	(2)	09/15/2020	Class B Voting Common Stock	\$0	0	D	
Stock Option (Right to Buy)	\$10.24	09/21/2015		M ⁽⁶⁾⁽⁷⁾	V		100,000	(2)	05/09/2017	Class B Voting Common Stock	\$0	0	I	Co-executor for the Estate of James J. Cotter, Sr. (4)

Explanation of Responses:

1. Represents Class A Non-Voting Common Stock shares returned to Reading International, Inc. (the "Company") for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 12,500 shares of Class A Non-Voting Common Stock on April 8, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the reporting person.
2. Currently exercisable.
3. See Exhibit 99.1
4. Ms. Margaret Cotter was appointed co-executor of the Estate of James J. Cotter, Sr. (the "Estate") by order of the District Court of Clark County, Nevada on December 22, 2014. As co-executor of the Estate, Ms. Margaret Cotter is deemed to be an indirect beneficial owner of both the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Estate. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
5. Represents Class A Non-Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the Estate's exercise of vested stock options to acquire 100,000 shares of Class B Voting Common Stock on September 21, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the Estate.
6. All reported transactions are exempt pursuant to Rule 16a-2(d).
7. On September 21, 2015, the Compensation and Stock Options Committee of the Company approved the exercise by the Estate of the options to acquire 100,000 shares of Class B Voting Common Stock.
8. Represents Class A Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 35,100 shares of Class B Voting Common Stock on April 17, 2015. There was no open market sale of such Class A Voting Common Stock shares by the reporting person.
9. Ms. Margaret Cotter is a co-trustee of the James J. Cotter Grandchildren Trust, a trust for Mr. James J. Cotter, Sr.'s grandchildren, and may be deemed to be an indirect beneficial owner of the Class A Non-Voting Common Stock directly beneficially owned by such trust. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
10. Ms. Margaret Cotter is a co-trustee of the James J. Cotter Foundation (the "Foundation") and may be deemed to be an indirect beneficial owner of the Class A Non-Voting Common Stock directly beneficially owned by the Foundation. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
11. Represents shares of Class A Non-Voting Common Stock issued as compensation for Mr. James J. Cotter, Sr.'s services performed prior to his death on September 13, 2014 as an officer and director of the Company. The price was the closing price of Class A Non-Voting Common Stock on February 27, 2014 (\$7.47), the date that the Company's Compensation and Stock Options Committee approved the stock bonus in the amount of \$1,200,000.

Remarks:

/s/ Margaret Cotter

10/09/2015

** 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.

- (3) Ms. Margaret Cotter is a co-trustee and a beneficiary of the James J. Cotter Living Trust (the “Trust”), a trust organized under the laws of California. During the lifetime of Mr. James J. Cotter, Sr., the Trust was revocable by Mr. James J. Cotter, Sr., but the Trust became irrevocable upon the death of Mr. James J. Cotter, Sr. on September 13, 2014. The Trust serves as a vehicle for the management and distribution of the assets of Mr. James J. Cotter, Sr. As of the date hereof, the Trust directly owns 1,897,649 shares of Class A Non-Voting Common Stock and 696,080 shares of Class B Voting Common Stock. According to a purported Amendment to the Trust signed on June 19, 2014 (“2014 Amendment”), the children of Mr. James J. Cotter, Sr., including Ms. Margaret Cotter, Ms. Ellen Cotter and Mr. James J. Cotter, Jr., serve as co-trustees of the Trust and therefore are deemed to share voting and investment power over the shares of the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Trust. In litigation filed in the Superior Court of the State of California, County of Los Angeles, captioned *In re James J. Cotter Living Trust dated August 1, 2000* (Case No. BP159755) (“Trust Litigation”), Ms. Ellen Cotter and Ms. Margaret Cotter have challenged the validity of the 2014 Amendment; according to the pre-existing trust agreement, only Ms. Ellen Cotter and Ms. Margaret Cotter were named as co-trustees. Even under the 2014 Amendment, however, Ms. Ellen Cotter and Ms. Margaret Cotter, acting together as co-trustees of the Trust, have voting and investment power over the shares of the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Trust. Ms. Margaret Cotter disclaims beneficial ownership of the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Trust and reported herein, except to the extent of her pecuniary interest therein. The extent of any pecuniary interest in Class A Non-Voting Common Stock to Ms. Margaret Cotter is dependent on certain factors yet to be resolved, and is not currently known. The Class B Voting Common Stock is held for the benefit of Mr. James J. Cotter, Sr.’s grandchildren. Ms. Margaret Cotter, due to the status of her children as beneficiaries with respect to the Class B Voting Stock, has a pecuniary interest equal to her children’s pecuniary interest in such securities, currently 40%. The extent of any pecuniary interest in any Class B Voting Common Stock owned by the Trust attributable to Ms. Margaret Cotter and Ms. Ellen Cotter, as co-trustees of the Trust, is dependent upon the outcome of the Trust Litigation.
-