

**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* <b>MARSH BRETT</b>  (Last) (First) (Middle) <b>500 CITADEL DRIVE</b> <b>SUITE 300</b>  (Street) <b>COMMERCE CA 90040</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>READING INTERNATIONAL INC [ RDI ]</b>	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>Vice President - Real Estate</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/23/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
RDI Class A Nonvoting Common Stock	03/23/2006		M		500	A	\$3.8	500	D	
RDI Class A Nonvoting Common Stock	03/23/2006		S		500	D	\$8.2	0	D	
RDI Class A Nonvoting Common Stock	03/24/2006		M		3,000	A	\$2.76	3,000	D	
RDI Class A Nonvoting Common Stock	03/24/2006		M		7,300	A	\$3.8	10,300	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		200	D	\$8.23	10,100	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,000	D	\$8.18	9,100	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,000	D	\$8.15	8,100	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,000	D	\$8.02	7,100	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,100	D	\$8.01	6,000	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		2,000	D	\$8.1	4,000	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,000	D	\$8.09	3,000	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,500	D	\$8.05	1,500	D	
RDI Class A Nonvoting Common Stock	03/24/2006		S		1,500	D	\$8.03	0	D	

**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
Stock Options (Right to Buy)	\$3.8	03/23/2006		M			500	07/02/2002 <sup>(1)</sup>	07/02/2012	RDI Class A	10,800	\$3.8	10,300	D	
Stock Options (Right to Buy)	\$3.8	03/24/2006		M			7,300	07/02/2002 <sup>(1)</sup>	07/02/2012	RDI Class A	10,300	\$3.8	3,000	D	
Stock Options (Right to Buy)	\$2.76	03/24/2006		M			3,000	04/13/2000 <sup>(2)</sup>	04/13/2010	RDI Class A	15,000	\$2.76	12,000	D	
Stock Options (Right to Buy)	\$10.3							04/18/1998 <sup>(3)</sup>	04/18/2007	RDI Class A	12,500		12,500	D	

**Explanation of Responses:**

1. Options vest and become exercisable as follows: 3,000 on July 2, 2002; 3,000 on July 2, 2003; 3,000 on July 2, 2004; 3,000 on July 2, 2005; and 3,000 on July 2, 2006.
2. Options vested and became exercisable as follows: 3,000 on April 13, 2000; 3,000 on April 13, 2001; 3,000 on April 13, 2002; 3,000 on April 13, 2003; and 3,000 on April 13, 2004.
3. Options vested and became exercisable as follows: 3,125 on April 18, 1998; 3,125 on April 18, 1999; 3,125 on April 18, 2000; and 3,125 on April 18, 2001.

**Remarks:**

/s/ Brett Marsh

03/27/2006

\*\* 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.

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