

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

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

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>COTTER MARGARET</u>  (Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300  (Street) CULVER CITY CA 90230  (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 <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  Chairperson, EVP - RE Dev/NY / Member of Sec.13(d)(3) Group
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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								1,612,649	I	Co-Trustee and beneficiary of James J. Cotter Living Trust <sup>(1)</sup>
Class A Non-Voting Common Stock								84,956	I	Sole-Trustee of James J. Cotter Education Trust #1 <sup>(2)</sup>
Class A Non-Voting Common Stock	03/10/2021		M		4,784	A	(3)	758,663	D	
Class A Non-Voting Common Stock	03/10/2021		F		1,611	D	\$7.3	757,052	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					
Restricted Stock Units	(3)	03/10/2021		M		4,784		(4)(5)	(4)(5)	Class A Non-Voting Common Stock	\$0	14,350	D	
Restricted Stock Units (Performance-based)	(3)	03/10/2021		A		2,126		(4)(5)	(4)(5)	Class A Non-Voting Common Stock	\$0	2,126	D	

Explanation of Responses:

- Margaret Cotter is a co-trustee of the Trust, a trust organized under the laws of CA. During the lifetime of James J. Cotter, Sr., the Trust was revocable by James J. Cotter, Sr., but the Trust became irrevocable upon the death of James J. Cotter, Sr. on September 13, 2014. The Trust serves as a vehicle for the management and distribution of the assets of James J. Cotter, Sr. Ellen Cotter and Margaret Cotter, acting together as co-trustees of the Trust, may be deemed to share voting and investment power over the shares of the Class A Non-Voting Common Stock directly beneficially owned by the Trust. Ellen Cotter disclaims beneficial ownership of the Class A Non-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 Ellen Cotter is dependent on certain factors yet to be resolved and is not currently known.
- As per joint stipulation and court order, Margaret Cotter and James J. Cotter Jr., co-trustees of the James J. Cotter Grandchildren Trust, a trust established for James J. Cotter Sr.'s grandchildren, divided the trust into two separate trusts whereby each is the sole trustee of their children's education trust. Margaret Cotter is the sole-trustee of the James J. Cotter Education Trust #1 (the "Trust"), and may be deemed to be indirect beneficial owners of the Class A Non-voting Common Stock directly beneficially owned by such Trust. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
- 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 25,511 restricted stock units were granted on March 10, 2020 pursuant to the Company's 2010 Stock Incentive Plan. Of that amount, (i) 19,134 restricted stock units vest in four equal annual installments commencing on March 10, 2021, March 10, 2022, March 10, 2023, and March 10, 2024; and (ii) 6,377 performance-based restricted stock units (PRSU) vest on the third anniversary of the Date of Grant, March 10, 2023; provided that (a) the reporting person has not undergone a termination of her 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, 2020, such determination to be made before March 10, 2021; and (2) two-thirds of the PRSU Criteria shall be based upon performance for the two remaining calendar years (2021 and 2022) 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, 2023 the percentage of the PRSU Criteria which has been met for the calendar years 2021 and 2022. On March 10, 2021, the Committee determined and certified that the reporting person met 100% of the PRSU Criteria for the year ended December 31, 2020. The reporting person previously reported all 25,511 restricted stock units (including 6,377 PRSUs) in Table II of her Form 4 dated March 12, 2020.

/s/ Margaret Cotter

03/12/2021

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.**