

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>JMG TRITON OFFSHORE FUND LTD</u>  (Last) (First) (Middle) <u>CITCO BUILDING, WICKHAMS CAY</u> <u>P.O. BOX 662</u>  (Street) <u>ROAD TOWN, D8</u> <u>TORTOLA</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>READING INTERNATIONAL INC [ RDI RDIB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2005</u>	
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			
Class A Non-Voting Common Stock	03/24/2005		P		50,000	A	\$0 <sup>(1)</sup>	3,825,400	I	See Notes <sup>(2)(3)</sup>
Class B Voting Common Stock	03/24/2005		S		50,000	D	\$0 <sup>(1)</sup>	133,043	I	See Notes <sup>(2)(3)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
JMG TRITON OFFSHORE FUND LTD  
 (Last) (First) (Middle)  
CITCO BUILDING, WICKHAMS CAY  
P.O. BOX 662  
 (Street)  
ROAD TOWN, D8  
TORTOLA  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
PACIFIC CAPITAL MANAGEMENT INC  
 (Last) (First) (Middle)  
100 DRAKES LANDING  
SUITE 207  
 (Street)  
GREENBRAE CA 94904  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[PACIFIC ASSETS MANAGEMENT LLC](#)

(Last) (First) (Middle)

1999 AVENUE OF THE STARS 2530

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GLASER JONATHAN M](#)

(Last) (First) (Middle)

100 DRAKES LANDING  
SUITE 207

(Street)

GREENBRAE CA 94904

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RICHTER ROGER](#)

(Last) (First) (Middle)

ONE SANSOME STREET  
39TH FLOOR

(Street)

SAN FRANCISCO CA 94104

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DAVID DANIEL ALBERT](#)

(Last) (First) (Middle)

100 DRAKES LANDING  
SUITE 207

(Street)

GREENBRAE CA 94904

(City) (State) (Zip)

**Explanation of Responses:**

1. This zero is a placeholder only that is required by the EDGAR software. There was no price because the Fund disposed of 50,000 shares of Class B Voting Common Stock in exchange for 50,000 shares of Class A Non-Voting Common Stock in an exchange with the Issuer.

2. The reporting persons (the "Reporting Persons") are Pacific Capital Management, Inc., a Delaware corporation ("PCM"), Pacific Assets Management, LLC ("PAM"), a Delaware limited liability company, Jonathan M. Glaser, Daniel Albert David, Roger Richter and JMG Triton Offshore Fund, Ltd., an international business company organized under the laws of the British Virgin Islands (the "Fund"). PAM is the investment adviser to the Fund and PCM is a member of PAM. Mr. Glaser, Mr. David and Mr. Richter are control persons of PCM and PAM. PCM, PAM, Mr. Glaser, Mr. David and Mr. Richter are filing this Form 4 jointly as a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), but disclaim membership in a group with any other person

3. The Fund is filing this Form 4 jointly with the other Reporting Persons, but not as a member of a group, and it expressly disclaims membership in a group with any other person. These securities are held directly by the Fund for the benefit of its investors, and indirectly by PCM, PAM, Mr. Glaser, Mr. David and Mr. Richter. The Reporting Persons, except for the Fund, disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interest therein. The filing of this Form 4 on behalf of the Fund should not be construed as an admission that it is, and it disclaims that it is, the beneficial owner as defined in Rule 13d-3 under the Exchange Act, of any of the securities covered by this Form 4. No client account of PAM other than the Fund, holds more than ten percent of the outstanding shares of any class of securities of the Issuer.

[Pacific Capital Management,  
Inc. by Jonathan M. Glaser, Vice President](#) [04/28/2005](#)

[Pacific Assets Management,  
LLC by Jonathan M. Glaser, Member Manger](#) [04/28/2005](#)

[JMG Triton Offshore Fund,  
Ltd., by Pacific Assets  
Management, LLC, Attorney-  
in-fact, by Jonathan M. Glaser,  
Member Manager](#) [04/28/2005](#)

[Jonathan M. Glaser](#) [04/28/2005](#)

[Roger Richter](#) [04/28/2005](#)

[Daniel Albert David](#) [04/28/2005](#)

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.**