FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washingto | n, D.C. | 20549 | |
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|-----------|---------|-------|--|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| mstruc | cuon 1(b). | | | - I lieu | | | | | | | Company Act | | | | | | | | | |
|---|---------------|---|------------|---|---|-----------------|----------------------|---|-----------------------------------|----------------|---|---|---|--|---------------------------------------|---|---|---|---|--|
| 1. Name and Address of Reporting Person* COTTER MARGARET | | | | | 2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [RDI] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (six stitle Check Chec | | | | | | | |
| (Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/12/2021 | | | | | | | | | X Officer (give title X Other (specify below) Chairperson, EVP - RE Dev/NY / Member of Sec.13(d)(3) Group | | | | | | |
| (Street) CULVER CITY CA 90230 | | | | 4. 1 | f Amen | dment | Date | e of Ori | ginal F | Filed (Month/D | Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | | | |
| (City) | (Si | | (Zip) | | <u> </u> | | | | | | | | | | Perso | | | | | |
| 1 Title of 9 | Cocurity (Inc | | | n-Deriva | _ | 2A. Dee | | _ | cquir | ed, E | A Securities | | | ciall | y Owned | | 6 Own | ershin | 7. Nature of | |
| 1. Title of Security (Instr. 3) | | | Date | Date (Month/Day/Year | | Execution Date, | | е, | Transaction Code (Instr. 8) | | | | | | i lly | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | ndirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Transaction (Instr. 3 au | | | | (III341. 4) | |
| Class A Non-Voting Common Stock 04 | | 04/12/202 | 21 | | | | S | | 4,000(1) | D | \$6.400 | 09 ⁽³⁾ | 1,560,649 | | I | | Co-Trustee and beneficiary of James J. Cotter Living Trust ⁽²⁾ | | | |
| Class A N | Non-Voting | Common Stock | 0. | 04/13/202 | 1 | | | | S | | 4,000(1) | D | \$6.320 | 08 ⁽³⁾ | 1,556 | ,649 | | I | Co-Trustee and beneficiary of James J. Cotter Living Trust ⁽²⁾ | |
| Class A Non-Voting Common Stock | | 0. | 04/14/2021 | | 1 | | | S | | 4,000(1) | D | \$6.39 | 73 ⁽³⁾ | 1,552,649 | | I | | Co-Trustee and beneficiary of James J. Cotter Living Trust ⁽²⁾ | | |
| Class A Non-Voting Common Stock | | | | | | | | | | | | | | 84,9 | 56 | | I | Sole- Trustee of James J. Cotter Education Trust #1 ⁽⁴⁾ | | |
| Class A Non-Voting Common Stock 04/13/202 | | | | | | . М 917 | | | | | | A | (5) | | 759,8 | D | | | | |
| | | Т | | | | | | | | | sposed of | | | | Owned | | | | | |
| 1. Title of 2. 3. Transaction 3A. Deemed 4. Derivative Conversion Date Execution Date, Tr | | . 5. Num ransaction of ode (Instr. Deriva | | mber 6. Date Ex Expiration (Month/Datities ired osed 3, 4 | | te Exer | rcisable and Date | 7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivation Securities Benefic Owned Following Reporter Transactions (Instr. 4 | ive ies ially ng ed ction(s) | 10. Ownersh Form: Direct (D or Indirec (I) (Instr. | Beneficia Ownersh ct (Instr. 4) | | | | | |
| | | | | c | Code | v | (A) | (D) | Date Exerc | cisable | Expiration Date | Title | Amo or Num of Share | ber | | | | | | |
| Restricted Stock Units | (5) | 04/13/2021 | | | M | | | 917 | | (6) | (6) | Class A Non- Voting Commo Stock | 91 | 7 | \$0 | 91 | .6 | D | | |

Explanation of Responses:

- 2. 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 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 Margaret Cotter is dependent on certain factors yet to be resolved and is not currently known.
- 3. The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to Reading International, Inc. ("Reading"), any security holder of Reading, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4. These shares were sold in multiple transactions at prices ranging from: (a) on April 12, 2021, \$6.375 to \$6.60, inclusive? (b) on April 13, 2021, \$6.26 to \$6.43, inclusive; and (c) on April 14, 2021, \$6.34 to \$6.48, inclusive.
- 4. 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 necuniary interest therein.
- 5. Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- 6. 3,667 restricted stock units granted on April 13, 2018 pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant. The installments vest on April 13, 2019, April 13, 2020, April 13, 2021, and April 13, 2022.

/s/ Margaret Cotter 04/14/2021

** 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.