

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 | |
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|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Tompkins Sidney Craig</u> | | | 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2019</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 5995 SEPULVEDA BLVD SUITE 300 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>CULVER CITY CA 90230</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 Nonvoting Common Stock | 08/29/2019 | | M | | 1,848 | A | (9) | 7,003 | D | |
| Class A Nonvoting Common Stock | 08/29/2019 | | F | | 916 | D | \$12.32 | 6,087 | D | |
| Class A Non-Voting Common Stock | | | | | | | | 55,825 | I | Various retirement accounts |

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 | (9) | | | | | | | (1) | (1) | Class A Non-Voting Common Stock | | 1,878 | D | |
| Restricted Stock Units (Class A Non-Voting Common Stock) | (9) | 08/29/2019 | | M | | 1,848 | | (2) | (2) | Class A Non-Voting Common Stock | \$0 | 1,848 | D | |
| Restricted Stock Units (Class A Non-Voting Common Stock) | (9) | | | | | | | (3) | (3) | Class A Non-Voting Common Stock | | 2,736 | D | |
| Restricted Stock Units (Class A Non-Voting Common Stock) | (9) | | | | | | | (4) | (4) | Class A Non-Voting Common Stock | | 3,880 | 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; Class A Non-Voting Common Stock | \$15.97 | | | | | | | (5) | 03/22/2022 | Class A Non-Voting Common Stock | | 17,341 | | D | |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$15.68 | | | | | | | (6) | 08/28/2022 | Class A Non-Voting Common Stock | | 19,921 | | D | |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$16.44 | | | | | | | (7) | 04/11/2023 | Class A Non-Voting Common Stock | | 15,748 | | D | |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$16.11 | | | | | | | (8) | 03/12/2024 | Class A Non-Voting Common Stock | | 17,857 | | D | |

Explanation of Responses:

- 3,757 restricted stock units granted on March 23, 2017 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 March 23, 2018, March 23, 2019, March 23, 2020, and March 23, 2021.
- 7,394 restricted stock units granted on August 29, 2017 pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the Date of Grant and the three subsequent anniversaries of the Date of Grant. The installments vest on August 29, 2017, August 29, 2018, August 29, 2019, and August 29, 2020.
- 3,649 restricted stock units granted on April 12, 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 12, 2019, April 12, 2020, April 12, 2021, and April 12, 2022.
- 3,880 restricted stock units granted on March 13, 2019 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 March 13, 2020, March 13, 2021, March 13, 2022, and March 13, 2023.
- 17,341 stock options granted on March 23, 2017 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 are exercisable on March 23, 2018, March 23, 2019, March 23, 2020, and March 23, 2021.
- 19,921 stock options granted on August 29, 2017 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 are exercisable on August 29, 2018, August 29, 2019, August 29, 2020, and August 29, 2021.
- 15,748 stock options granted on April 12, 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 are exercisable on April 12, 2019, April 12, 2020, April 12, 2021, and April 12, 2022.
- 17,857 stock options granted on March 13, 2019 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 are exercisable on March 13, 2020, March 13, 2021, March 13, 2022, and March 13, 2023.
- Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.

/s/ S. Craig Tompkins

09/03/2019

** 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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