

**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* <u>COTTER JAMES J</u>  (Last) (First) (Middle) <u>C/O READING INTERNATIONAL, INC.</u> <u>500 CITADEL DR, STE 300</u>  (Street) <u>COMMERCE CA 90040</u>  (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 type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2005</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
RDI Class B Voting Common Stock								1,023,888	D <sup>(1)</sup>	
RDI Class A Nonvoting Common Stock	12/27/2005		j <sup>(2)</sup>		420,193	A	\$7.67	3,411,273	D <sup>(1)</sup>	
RDI Class A Nonvoting Common Stock								1,565,782	I	Hecco Ventures <sup>(3)</sup>
RDI Class A Nonvoting Common Stock								29,730	I	Profit Sharing Plan

**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)					
Stock Options <sup>(4)</sup>	\$10.24						04/18/1998 <sup>(5)</sup>	04/18/2007	Class B Common Stock	137,500		D	

**Explanation of Responses:**

- Shares are held by James J. Cotter Living Trust.
- Transfer is incident to the dissolution and winding up of Cotter Associates, LLC (a Cotter family entity). As a result of the dissolution, 10,000 shares that were previously held indirectly by Mr. Cotter through Cotter Associates, LLC are now held directly by Mr. Cotter through the James J. Cotter Living Trust.
- Mr. Cotter is the general partner of a limited partnership which is, in turn, the general partner of Hecco Ventures, a California partnership. Mr. Cotter has voting power over the shares owned by Hecco Ventures. His interest varies from time to time depending upon the extent of his capital account in the limited partnership and of the limited partnership's capital account in Hecco Ventures.
- Right to buy.
- These options were originally 460,000 shares of Reading Entertainment, Inc. common stock. 90,000 of these shares were to become exercisable conditional upon an Asset Put exercise, which lapsed unexercised. The remaining 370,000 shares were converted into 462,500 shares of Reading International, Inc. Class A Nonvoting stock, based on a conversion rate of 1.25 per share. Of these shares, 325,000 shares lapsed unexercised because they were to be granted upon the condition that Reading Entertainment convertible preferred shares held by Craig Corporation and Reading International, Inc. were converted into the common stock of Reading Entertainment, Inc., which did not occur. The remaining 137,500 shares vested in equal installments over four years, the first 25% vesting on April 18, 1998, the first anniversary of the grant.

**Remarks:**

/s/ James J. Cotter 12/28/2005  
 \*\* 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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