FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

20549 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

| | | | or Section 30(ff) of the investment Company Act of 1940 | |
|------------------------------|---|-------|---|--|
| | ss of Reporting Perso N OFFSHORE (First) | | 2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [RDIA RDIB] | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) |
| ` ′ | NG, WICKHAMS | , | 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2002 | |
| (Street) ROAD TOWN, TORTOLOA | D8 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

| (City) (State) (Zip) | - Non-Derivative | Securities A | rauire | '4 D | isnosad o | f or P | eneficial | ly 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. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Non-Voting Common Stock | 02/06/2002 | | P | | 79,400 | A | \$1.75 | 2,151,756 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/07/2002 | | P | | 500 | A | \$1.85 | 2,152,256 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/08/2002 | | P | | 1,000 | A | \$1.9 | 2,153,256 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/11/2002 | | P | | 500 | A | \$1.95 | 2,153,756 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/12/2002 | | P | | 1,000 | A | \$1.965 | 2,154,756 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/13/2002 | | P | | 1,000 | A | \$1.965 | 2,155,756 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/15/2002 | | P | | 100 | A | \$1.98 | 2,155,856 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/20/2002 | | P | | 7,500 | A | \$2.0073 | 2,163,356 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/21/2002 | | P | | 8,000 | A | \$2.0353 | 2,171,356 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/22/2002 | | P | | 500 | A | \$2.09 | 2,171,856 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/25/2002 | | P | | 1,500 | A | \$2.1233 | 2,173,356 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/26/2002 | | P | | 6,500 | A | \$2.2269 | 2,179,856 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 02/27/2002 | | P | | 10,500 | A | \$2.3976 | 2,190,356 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 03/08/2002 | | P | | 7,500 | A | \$2.362 | 2,197,856 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 03/11/2002 | | P | | 100 | A | \$2.39 | 2,197,956 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 03/12/2002 | | P | | 3,600 | A | \$2.2156 | 2,201,556 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |
| Class A Non-Voting Common Stock | 03/13/2002 | | P | | 2,500 | A | \$2.348 | 2,204,056 | I | See Notes ⁽¹⁾⁽²⁾⁽³ |

| Class A Non-Voting Common Stock 03/14/2002 P 100 A \$2.4 2,204,156 I | 7. Nature of Indirect Beneficial Ownership | n: Direct or Indirect | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficially Owned Following | | Acquired (A) or (D) (Instr. 3, 4 and 5) | | | 4. Securities Disposed Of | | 3. Transaction Code (Instr. 8) | | 2A. Deemed Execution Date, if any (Month/Day/Year | | | 2. Transac Date (Month/Da | 1. Title of Security (Instr. 3) | | | | |
|--|---|--|---|---------------------------------|--------------------------------------|--|--|------------|------------------------------|--------|---|-----|--|------------|---|--|---------------------------------|---------------------------------|---|------------|-----------|
| Class A Non-Voting Common Stock | (Instr. 4) | , | ', (| d ion(s) | Reported Transact | Price | or | (A) or (D) | Amount | v | <u> </u> | , | | , | | | | | | | |
| Class A Non-Voting Common Stock 03/19/2002 P 200 A \$2.45 2,204,256 I | See Notes ⁽¹⁾⁽²⁾⁽³ | | | 4,156 | 2,20 | \$2.4 | | A | 100 | | P | | | | 2002 | 03/14/2 | Class A Non-Voting Common Stock | | | | |
| Class A Non-Voting Common Stock 03/19/2002 P 400 A \$2.45 2,204,456 I | See Notes ⁽¹⁾⁽²⁾⁽³ | | | 4,256 | 2,20 | \$2.45 | | A | 100 | | P | | | 03/15/2002 | | Class A Non-Voting Common Stock | | | | | |
| Class A Non-Voting Common Stock 03/19/2002 P 400 A \$2.457 2,205,256 I | See Notes ⁽¹⁾⁽²⁾⁽ | | | 4,456 | 2,20 | \$2.425 | | A | 200 | | P | | | 03/18/2002 | | 03/18/2 | Class A Non-Voting Common Stock | | | | |
| Class A Non-Voting Common Stock 03/21/2002 P 300 A \$2,407 2,205,556 I | See Notes ⁽¹⁾⁽²⁾⁽ | | | 4,856 | 2,20 | \$2.45 | | A | 400 | | P | | | 03/19/2002 | | | Common Stock | Co | Ion-Voting | lass A N | |
| Class A Non-Voting Common Stock 03/25/2002 P 100 A \$2.52 2.205,656 I | See Notes ⁽¹⁾⁽²⁾⁽ | | | 5,256 | 2,20 | \$2.4075 | | A | 400 | | P | | | | 2002 | 03/20/2 | | Common Stock | Co | Ion-Voting | class A N |
| Class A Non-Voting Common Stock 03/25/2002 P 1,800 A \$2.6524 2,208,356 I | See Notes ⁽¹⁾⁽²⁾⁽ | | | 5,556 | 2,20 | \$2.4267 | | A | 300 | | P | | | | 2002 | 03/21/2 | | Common Stock | Co | Ion-Voting | lass A N |
| Class A Non-Voting Common Stock O3/26/2002 P 1,800 A \$2,6828 2,210,156 I Class A Non-Voting Common Stock O3/27/2002 P 400 A \$2,775 2,210,556 I Class A Non-Voting Common Stock O3/28/2002 P 20,000 A \$2,8 2,230,556 I Class A Non-Voting Common Stock O3/28/2002 S 13,000 D \$2,771 2,217,556 I Class A Non-Voting Common Stock O3/28/2002 S 10,000 D \$2,771 2,207,556 I Class A Non-Voting Common Stock O3/28/2002 S 10,000 D \$2,771 2,207,556 I Class A Non-Voting Common Stock O3/28/2002 S 10,000 D \$2,771 2,207,556 I Class A Non-Voting Common Stock O3/28/2002 S 10,000 D \$2,777 1,716 and Amount of Code (nstr. (Month/Day/Year) Securities (Month/Day/Year) Code (nstr.) On Delevative Security Code (nstr.) On Delevative Security Code (nstr.) On Delevative Security On Intide of Shares On Delevative Security On Delevative Security On Intide of Shares O | See Notes ⁽¹⁾⁽²⁾⁽ | | | 5,656 | 2,20 | \$2.52 | | A | 100 | | P | | | | 2002 | 03/22/2 | | Common Stock | Co | Ion-Voting | class A N |
| Class A Non-Voting Common Stock O3/27/2002 P | See Notes ⁽¹⁾⁽²⁾⁽³ | | | 8,356 | 2,20 | \$2.6504 | | A | 2,700 | | P | | | | 03/25/2002 | | | Common Stock | Co | Ion-Voting | class A N |
| Class A Non-Voting Common Stock | See Notes ⁽¹⁾⁽²⁾⁽ | | | 2,210,156 | | \$2.6828 | | A | 1,800 | | P | | | | 03/26/2002 | | | Class A Non-Voting Common Stock | | | |
| Class A Non-Voting Common Stock O3/28/2002 S 10,000 D \$2.7715 2,217,556 I Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Little of Derivative Securities Acquired, Disposed of or Exercisable and Expiration Date (both of Date Security (lnstr. 3) Beneficially Ownership Security (lnstr. 3) Beneficially Ownership Securities Acquired, Disposed of or Exercisable and Expiration Date (lnstr. 4) Amount of Code (lnstr. 4) Code v (A) (D) Date Expiration Title and Address of Reporting Person* JMG TRITON OFFSHORE FUND LTD (Last) (First) (Middle) CITCO BUILDING, WICKHAMS CAY P.O. BOX 662 | See Notes ⁽¹⁾⁽²⁾⁽ | | | 2,210,556 | | \$2.775 | | A | 400 | | P | | | 03/27/2002 | | Class A Non-Voting Common Stock | | | | | |
| Class A Non-Voting Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of cervitative Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of resercise Price of Date Privative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) Instr. 3) And 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Exercise Date (Month/Day/Year) Instr. 3) And 4) Amount of Securities Month/Day/Year) Code (Instr. 4) Amount of Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Amount of Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Amount of Securities Acquired (A) or Derivative Securities (Month/Day/Year) (Month | See Notes ⁽¹⁾⁽²⁾⁽ | I | | 2,230,556 | | \$2.8 | | A | 20,000 | | P | Р | | 03/28/2002 | | | Class A Non-Voting Common Stock | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities Liftle of (e.g., puts, calls, warrants, options, convertible securities) Liftle of (e.g., puts, calls, warrants, options, convertible securities Liftle of (e.g., puts, calls, warrants, options, convertible securities Liftle of (e.g., puts, calls, warrants, options, convertible securities Liftle of (e.g., puts, calls, warrants, options, calls and calls a | See Notes ⁽¹⁾⁽²⁾⁽ | | | 2,217,556 | | \$2.7715 | | D | 13,000 | | S | | | 03/28/2002 | | | Class A Non-Voting Common Stock | | | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) (Instr. 4) (In | See Mptes ⁽¹⁾⁽²⁾ | | | 7,556 | 2,20 | \$2.77 | | D | 10,000 | | S | | | 03/28/2002 | | Class A Non-Voting Common Stock | | | | | |
| Derivative Security or Exercise Price of Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Late Securities Secu | | | | | Owned | | | | | | | | | | | | able II | Та | | | |
| L. Name and Address of Reporting Person* JMG TRITON OFFSHORE FUND LTD (Last) (First) (Middle) CITCO BUILDING, WICKHAMS CAY P.O. BOX 662 | Beneficia Ownersh t (Instr. 4) | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | ve es ially Direct (D or Indire (I) (Instr. | | Derivative Security (Instr. 5) | of E es S ing (1 | nount of curities derlying rivative curity (Instr. 3 | | xpiration Date | | Expiratio (Month/D | | Expiration D | | n of Deriv Secu Acqu (A) o Disp of (D | ution Date, Transaction Code (Insti | | Execu if any | Derivative Conversion or Exercise (Month/Day/Year) Exec (Instr. 3) Price of Derivative (Month/Day/Year) | | |
| JMG TRITON OFFSHORE FUND LTD (Last) (First) (Middle) CITCO BUILDING, WICKHAMS CAY P.O. BOX 662 | | | | | | or Number of | O N O | Title | | isable | | (D) | (A) | v | Code | | | | | | |
| (Last) (First) (Middle) CITCO BUILDING, WICKHAMS CAY P.O. BOX 662 | | | | | | | | | | | | | | | | OLTO | UNF | | | | |
| P.O. BOX 662 | | | | | | | | | | | | | | _ | | | | | | | |
| Street) | | | | | | | | | | | | | | | | vildale) | , | • | • | BUILDING, | CITCO E |
| ROAD TOWN, TORTOLOA D8 | | | | | | | | | | | | | | _ | | | | D8 | D | | ROAD T |
| (City) (State) (Zip) | | | | | | | | | | | | | | _ | | Zip) | (Z | State) | (S | | City) |

(Last)

(Street)

(First)

(Middle)

| (City) | (State) | (Zip) |
|--|--|----------|
| 1. Name and Address o | f Reporting Person* MANAGEMEN | T LLC |
| (Last) 1999 AVENUE OF SUITE 2530 | (First) THE STARS | (Middle) |
| (Street) LOS ANGELES | CA | 90067 |
| (City) | (State) | (Zip) |
| 1. Name and Address o | f Reporting Person* T MANAGEME | NT LLC |
| (Last) | (First) | (Middle) |
| 1999 AVENUE OF | THE STARS 2530 | |
| (Street) LOS ANGELES | CA | 90067 |
| (City) | (State) | (Zip) |
| 1. Name and Address o | f Reporting Person [*] <u>TAL MANAGEN</u> | MENT INC |
| (Last) | (First) | (Middle) |
| (Street) | | |
| (City) | (State) | (Zip) |
| 1. Name and Address of GLASER JONA | | |
| (Last) | (First) | (Middle) |
| (Street) | | |
| (City) | (State) | (Zip) |
| 1. Name and Address o | | |
| (Last) | (First) | (Middle) |
| (Street) | | |
| (City) | (State) | (Zip) |
| 1. Name and Address o | | |
| (Last) | (First) | (Middle) |
| (Street) | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

^{1.} The reporting Persons") are Pacific Capital Management, Inc., a Delaware corporation ("PCM"), Pacific Assets Management, LLC ("PAM"), an investment adviser registered with the Securities and Exchange Commission (the "SEC") and a Delaware limited liability company, JMG Capital Management, Inc., a California corporation ("JMG Inc."), JMG Capital Management, LLC, also an SEC-registered investment adviser and a Delaware limited liability company ("JMG LLC"), 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. JMG LLC is the investment adviser to an investment fund and JMG Inc. is a member of JMG LLC. Mr. Glaser is the control person of JMG Inc. and JMG LLC.

^{2.} PCM, PAM, JMG Inc., JMG LLC, 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. 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.

^{3.} These securities are or were held directly by investment funds of which PAM or JMG LLC is the general partner and/or the investment adviser, including the Fund, for the benefit of their investors, and indirectly by PCM, PAM, JMG Inc., JMG LLC, 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 or JMG LLC, other than the Fund, holds or ever held more than ten percent of the outstanding shares of any class of securities of the Issuer or any company that was consolidated with the Issuer.

| JMG Triton Offshore Fund, Ltd. By Anthony Inder rieden | 10/29/2003 |
|---|------------|
| JMG Capital Management, Inc. By Jonathan M. Glaser | 10/29/2003 |
| JMG Capital Management, LLC By Jonathan M. Glaser | 10/29/2003 |
| Pacific Asset Management, LLC By Jonathan M. Glaser | 10/29/2003 |
| Pacific Capital Management, Inc. By Jonathan M. Glaser | 10/29/2003 |
| Jonathan M. Glaser | 10/29/2003 |
| Roger Richter | 10/29/2003 |
| Daniel Albert David | 10/29/2003 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} 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).