| SEC Form 4 |
|------------|
|------------|

FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 burden

0.5

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: |
|--|--------------------|
| | Estimated average |
| | hours per response |

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* | | | 2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [RDI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---------|----------|--|---|-----------------------------|-------------------|--|--|
| <u>Avanes Gilbert</u> | | | | | Director | 10% Owner | | |
| | | | | x | Officer (give title | Other (specify | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | |
| 5995 SEPULVE | | | 03/23/2020 | | EVP, CFO & Tre | easurer | | |
| | | | | | | | | |
| SUITE 300 | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group Filing | (Check Applicable | | |
| (Street) | | | | Line) | | | | |
| CULVER CITY | CA | 90230 | | X | Form filed by One Report | rting Person | | |
| | CII | 50250 | | | Form filed by More than | One Reporting | | |
| | | | | | Person | | | |
| (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) | if any | 3. Transa Code (l 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|--------|-------------------------------|---|---|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Non-Voting Common Stock | 03/23/2020 | | М | | 215 | Α | (1) | 2,214 | 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. Transa Code (8) | | of Deriv Secu Acqu (A) o Dispo of (D (Insti | of Expiration Date Derivative (Month/Day/Year) Securities Acquired | | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units (Class A Non- Voting Common Stock) | (1) | 03/23/2020 | | М | | | 215 | (2) | (2) | Class A Non- Voting Common Stock | 215 | \$0 | 215 | D | |

Explanation of Responses:

1. Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.

2. 861 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.

/s/ Gilbert Avanes

** Signature of Reporting Person

03/24/2020 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.