

**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
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1. Name and Address of Reporting Person* <u>COTTER MARGARET</u>  (Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300  (Street) CULVER CITY CA 90230  (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 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>EVP, Real Estate Development / Co-Trustee of Trust</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/19/2019	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Nonvoting Common Stock	06/19/2019		s		7,500	D	\$13.35	801,362	D	
Class A Nonvoting Common Stock								239,890	I	Co-Trustee of James J. Cotter Grandchildren Trust <sup>(9)</sup>
Class B Voting Stock								35,100	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)						(2)	(2)	Class A Non-Voting Common Stock	1,046	1,046	D	
Stock Options; Right to Buy; Class A Non-Voting Common Stock	(1)						(3)	03/09/2021	Class A Non-Voting Common Stock	19,921	19,921	D	
Restricted Stock Units	(1)						(4)	(4)	Class A Non-Voting Common Stock	1,877	1,877	D	
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	17,341	D	
Restricted Stock Units	(1)						(6)	(6)	Class A Non-Voting Common Stock	2,750	2,750	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					
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$16.36							(7)	04/12/2023	Class A Non-Voting Common Stock		15,831	D	
Restricted Stock Units	(1)							(8)	(8)	Class A Non-Voting Common Stock		3,872	D	
Stock Options; Right to Buy; Class A Non-Voting Common Stock	\$16.14							(8)	03/13/2024	Class A Non-Voting Common Stock		17,806	D	

**Explanation of Responses:**

- Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting on the unit.
- Granted 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, March 10, 2016. Original grant was for 4,184 restricted stock units. The first three installments vested on March 10, 2017, March 10, 2018 and March 10, 2019. The remaining installment vest on March 10, 2020.
- Granted 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, March 10, 2016. Original grant was for 19,921 stock options. The first three installments became exercisable on March 10, 2017, March 10, 2018 and March 10, 2019. The remaining installment vest on March 10, 2020.
- Granted 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, March 23, 2017. Original grant was for 3,757 restricted stock units. The first two installments vested on March 23, 2018 and March 23, 2019. The remaining two installments vest on March 23, 2020 and March 23, 2021.
- Granted 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, March 23, 2017. Original grant was for 17,341 stock options. The first two installments became exercisable on March 23, 2018 and March 23, 2019. The remaining two installments vest on March 23, 2020 and March 23, 2021.
- Granted 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, April 13, 2018. Original grant was for 3,667 restricted stock units. The first installment vested on April 13, 2019. The remaining installments vest on April 13, 2020, April 13, 2021 and April 13, 2022.
- Granted 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, April 13, 2018. Original grant was for 15,831 restricted stock units. The first installment became exercisable on April 13, 2019. The remaining installments vest on April 13, 2020, April 13, 2021 and April 13, 2022.
- Granted 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, March 14, 2019.
- Ms. Margaret Cotter and Mr. James J. Cotter, Jr. are co-trustees of the James J. Cotter Grandchildren Trust (the "Trust"), a trust established for Mr. James J. Cotter, Sr.'s grandchildren, and may be deemed to be indirect beneficial owners of the Class A Non-Voting Common Stock directly beneficially owned by such Trust. Ms. Margaret Cotter is selling such shares in her capacity as a co-trustee of the Trust. Ms. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.

/s/ Margaret Cotter

06/21/2019

\*\* 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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