

**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 JAMES J</u>  (Last) (First) (Middle) 6100 CENTER DRIVE SUITE 900  (Street) LOS ANGELES CA 90045  (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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2013	
	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 Non-Voting Common Stock <sup>(1)</sup>	11/15/2012		G <sup>(1)</sup>		418,584	D	(1)	2,148,293	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	11/15/2012		G <sup>(1)</sup>		418,583	D	(1)	1,729,710	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	11/15/2012		G <sup>(1)</sup>		418,583	D	(1)	1,311,127	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	12/14/2012		G <sup>(2)</sup>		25,000	D	(2)	1,286,127	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	12/14/2012		G <sup>(1)</sup>		2,000	D	(1)	1,284,127	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	12/18/2012		G <sup>(2)</sup>		25,000	D	(2)	1,259,127	I	James J. Cotter Living Trust
Class A Non-Voting Common Stock	01/16/2013		A <sup>(3)</sup>		217,890	A	(3)	217,890	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)		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)					

**Explanation of Responses:**

- Gifted to Family member
- Gift to James J.Cotter Foundation
- Grant of stock as part of Compensation for services under CEO 2012 Compensation Program, adopted by Compensation Committee on January 9, 2012.

**Remarks:**

/s/ James J. Cotter

02/21/2013

\*\* 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.

**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.**