

**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                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Gould William David</u><br><br>(Last) (First) (Middle)<br>6100 CENTER DR STE 900<br><br>(Street)<br>LOS ANGELES CA 90045<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>READING INTERNATIONAL INC [ RDI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                       |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/11/2016                          |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><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  |   |  |   |
| Stock Options; Right to Buy Class A Non-voting Common Stock <sup>(1)(2)</sup> | 11/11/2016                           |  | A <sup>(1)</sup>               |   | 5,000 <sup>(1)</sup>  | A          | \$8.35 | 42,340 <sup>(1)</sup>   | D  |   |
| Stock Options; Right to Buy Class A Non-voting Common Stock <sup>(1)(2)</sup> | 11/11/2016                           |  | A <sup>(1)</sup>               |   | 1,979 <sup>(1)</sup>  | A          | \$8.35 | 44,319 <sup>(1)</sup>   | 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 |   |  |  |   |  | Title |
| Stock Options; Right to Buy Class A Non-voting Common Stock <sup>(2)</sup> | \$8.35 <sup>(1)</sup>                                  | 11/11/2016                           |  | D <sup>(1)</sup>               |   | 5,000  |     | 01/19/2007   | 01/19/2017      | RDI Class A Nonvoting Common Stock  | 5,000                                      | \$0 <sup>(1)</sup>   | 14,000  | D  |       |
| Stock Options; Right to Buy Class A Non-voting Common Stock <sup>(2)</sup> | \$13.82 <sup>(1)</sup>                                 | 11/11/2016                           |  | F <sup>(1)</sup>               |   | 3,021  |     | 01/19/2007   | 01/19/2017      | RDI Class A Nonvoting Common Stock  | 3,021                                      | \$13.82 <sup>(1)</sup>   | 10,979  | D  |       |
| Stock Options; Right to Buy Class A Non-voting Common Stock <sup>(2)</sup> | \$8.35 <sup>(1)</sup>                                  | 11/11/2016                           |  | D <sup>(1)</sup>               |   | 1,979  |     | 01/19/2007   | 01/19/2017      | RDI Class A Nonvoting Common Stock  | 1,979                                      | \$8.35 <sup>(1)</sup>  | 9,000   | D  |       |

**Explanation of Responses:**

- Mr. Gould exercised options to acquire 10,000 shares at \$ 8.35 per share. The option exercise price for 5,000 of such options was paid \$41,750.00 in cash, with the remaining 5,000 options exercised through a net exercise of options, where the shares surrendered were valued at \$ 13.82, the closing price for Reading Class A Common Stock on Thursday, November 10, 2016, resulting in the issuance to Mr. Gould of 1,979 shares.
- Granted pursuant to the Company's 2010 Stock Incentive Plan.

William D. Gould

11/15/2016

\*\* 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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