

SMERLING ROBERT F

Form 4/A

March 27, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMERLING ROBERT F

2. Issuer Name **and** Ticker or Trading
Symbol

READING INTERNATIONAL INC
[RDI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5995 SEPULVEDA BLVD, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)

03/10/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President - Domestic Cinemas

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/13/2018

CULVER CITY, CA 90230

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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)	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)
Class A Nonvoting Common Stock	03/10/2018		M	1,046 A	10,783	D	
Class A Nonvoting Common Stock	03/10/2018		F	160 D	\$ 16.89 10,623 (3) (4)	D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(1)	03/10/2018		M	1,046	(2) (2)	Class A Non-Voting Common Stock	1,046

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMERLING ROBERT F 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230			President - Domestic Cinemas	

Signatures

/s/ Robert F.
Smerling

03/27/2018

Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (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) On March 10, 2016 the Reporting Person was granted 4,184 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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- Remarks: The reporting person is filing this Form 4/Amendment to change the amount of 10,783 previously reported on Form 4 filed
- (3) 3/13/2018 from Table I, Section 5 (Amount of Securities Beneficially Owned Following Reporting Transaction) to the correct amount of 10,623, as a portion of the shares were used to pay the tax withholding associated with this transaction.

- Remarks: Since the filing of the original Form 4 dated 3/13/2018, the reporting person has sold Beneficially Owned Securities in the
- (4) amount of 4,000 Class A shares, which was reported in a separate Form 4 filing dated 3/21/2018. Therefore, the current Amount of Securities Beneficially Owned after the filing of this Form 4 is 6,623 Class A shares.

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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