

READING INTERNATIONAL INC

Form 4

March 27, 2006

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 *
MARSH BRETT

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)
500 CITADEL DRIVE, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice President - Real Estate

COMMERCE, CA 90040

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Ownership (Instr. 4)
RDI Class A Nonvoting Common Stock	03/23/2006		M	500	A \$ 3.8 500	D	
RDI Class A Nonvoting Common Stock	03/23/2006		S	500	D \$ 8.2 0	D	
RDI Class A Nonvoting Common Stock	03/24/2006		M	3,000	A \$ 2.76 3,000	D	

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RDI Class A Nonvoting Common Stock	03/24/2006	M	7,300	A	\$ 3.8	10,300	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	200	D	\$ 8.23	10,100	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,000	D	\$ 8.18	9,100	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,000	D	\$ 8.15	8,100	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,000	D	\$ 8.02	7,100	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,100	D	\$ 8.01	6,000	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	2,000	D	\$ 8.1	4,000	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,000	D	\$ 8.09	3,000	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,500	D	\$ 8.05	1,500	D
RDI Class A Nonvoting Common Stock	03/24/2006	S	1,500	D	\$ 8.03	0	D

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

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(9-02)

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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. I De Sec (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 3.8	03/23/2006		M		500		07/02/2002 ⁽¹⁾	07/02/2012	RDI Class A	10,800	\$
Stock Options (Right to Buy)	\$ 3.8	03/24/2006		M		7,300		07/02/2002 ⁽¹⁾	07/02/2012	RDI Class A	10,300	\$
Stock Options (Right to Buy)	\$ 2.76	03/24/2006		M		3,000		04/13/2000 ⁽²⁾	04/13/2010	RDI Class A	15,000	\$
Stock Options (Right to Buy)	\$ 10.3							04/18/1998 ⁽³⁾	04/18/2007	RDI Class A	12,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARSH BRETT 500 CITADEL DRIVE SUITE 300 COMMERCE, CA 90040	Vice President - Real Estate

Signatures

/s/ Brett Marsh 03/27/2006

**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) Options vest and become exercisable as follows: 3,000 on July 2, 2002; 3,000 on July 2, 2003; 3,000 on July 2, 2004; 3,000 on July 2, 2005; and 3,000 on July 2, 2006.
- (2) Options vested and became exercisable as follows: 3,000 on April 13, 2000; 3,000 on April 13, 2001; 3,000 on April 13, 2002; 3,000 on April 13, 2003; and 3,000 on April 13, 2004.
- (3) Options vested and became exercisable as follows: 3,125 on April 18, 1998; 3,125 on April 18, 1999; 3,125 on April 18, 2000; and 3,125 on April 18, 2001.

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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