

READING INTERNATIONAL INC  
 Form 5  
 February 14, 2011

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**COTTER JAMES J**

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

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

Chief Executive Officer

500 CITADEL DRIVE, SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

COMMERCE, CA 90040

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Class A Nonvoting Common Stock	12/22/2006		G5	4,000 D	\$ 0 2,412,952	I	James J. Cotter Living Trust
Class A Nonvoting Common	06/10/2008		G5	4,000 D	\$ 0 2,412,952	I	James J. Cotter Living Trust

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Stock

Class A Nonvoting Common Stock	03/25/2010	Â	G	3,000	D	\$ 0	2,412,952	I	James J. Cotter Living Trust
Class A Nonvoting Common Stock	12/30/2010	Â	G	289,390	D	\$ 0	2,412,952	I	James J. Cotter Living Trust
Class A Nonvoting Common Stock	12/31/2010	Â	A4	174,825	A	\$ 0	<u>2,412,952</u> <sup>(1)</sup>	I	James J. Cotter Living Trust
Class A Nonvoting Common Stock	Â	Â	Â	Â	Â	Â	29,730	I	Profit Sharing Plan
Class A Nonvoting Common Stock	Â	Â	Â	Â	Â	Â	10,000	I	Cotter Enterprises, LLC

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
COTTER JAMES J 500 CITADEL DRIVE SUITE 300 COMMERCE, CA 90040	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> Chief Executive Officer	<input type="checkbox"/>

## Signatures

/s/ James J. Cotter                      02/14/2011

                              Date  
\*\*Signature of Reporting Person

## 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) Includes 40,875 shares received as a liquidating distribution from Hecco Ventures I. In prior reports, the reporting person reported beneficial ownership of 768,076 shares of Class A Nonvoting Common Stock held by Hecco Ventures I.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.