

MARSH BRETT
Form 4
March 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
03/21/2006

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

COMMERCE, CA 90040
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| RDI Class A Nonvoting Common Stock | 03/21/2006 | | M | | 100 A \$ 3.8 | 100 | D |
| RDI Class A Nonvoting Common Stock | 03/21/2006 | | S | | 100 D \$ 8.31 | 0 | D |
| RDI Class A Nonvoting Common Stock | 03/22/2006 | | M | | 2,000 A \$ 3.8 | 2,000 | D |

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| | | | | | | | |
|---------------------------------------------|------------|---|-------|---|------------|-------|---|
| RDI Class A Nonvoting Common Stock | 03/22/2006 | S | 2,000 | D | \$ 8.33 | 0 | D |
| RDI Class A Nonvoting Common Stock | 03/22/2006 | M | 400 | A | \$ 3.8 | 400 | D |
| RDI Class A Nonvoting Common Stock | 03/22/2006 | S | 400 | D | \$ 8.32 | 0 | D |
| RDI Class A Nonvoting Common Stock | 03/22/2006 | M | 200 | A | \$ 3.8 | 200 | D |
| RDI Class A Nonvoting Common Stock | 03/22/2006 | S | 200 | D | \$ 8.35 | 0 | D |
| RDI Class A Nonvoting Common Stock | 03/23/2006 | M | 1,500 | A | \$ 3.8 | 1,500 | D |
| RDI Class A Nonvoting Common Stock | 03/23/2006 | S | 1,500 | D | \$ 8.24 | 0 | D |

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

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 control number.

SEC 1474
(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. I De Sec (In |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Title | |

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| | | | | | | Expiration Date | Amount or Number of Shares |
|------------------------------|---------|------------|---|-------|---------------------------|-----------------|----------------------------|
| Stock Options (Right to Buy) | \$ 3.8 | 03/21/2006 | M | 100 | 07/02/2002 ⁽¹⁾ | 07/02/2012 | RDI Class A 15,000 |
| Stock Options (Right to Buy) | \$ 3.8 | 03/22/2006 | M | 2,600 | 07/02/2002 ⁽¹⁾ | 07/02/2012 | RDI Class A 14,900 |
| Stock Options (Right to Buy) | \$ 3.8 | 03/23/2006 | M | 1,500 | 07/02/2002 ⁽¹⁾ | 07/02/2012 | RDI Class A 12,300 |
| Stock Options (Right to Buy) | \$ 2.76 | | | | 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 03/23/2006
 **Signature of Date
 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) 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.

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- (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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