SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 4 | | hours per response: | 0.5 |
|---|---|------------------------------|-----|
| | | | |
| | 5. Relationship of R (Check all applicable | eporting Person(s) to Issuer | |

| 1. Name and Addres | is of Reporting Persor MARTIN A | ı [*] | 2. Issuer Name and Ticker of Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|------------------------------|------------------------------------|----------------|---|--|---|--------------------------|--|--|--|
| (Last) 555 IH 35 SOUT | (First) TH, SUITE 500 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2006 | Х | Officer (give title below) SVP and CF | Other (specify below) | | | |
| (Street) NEW BRAUNFELS | TX | 78130 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person | rting 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) | | | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|--|------|---|--------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

 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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Title and of Securiti Underlying Derivative (Instr. 3 ar | es J Security | 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 | Amount or Number of Shares | | | | |
| Option (right to buy) | \$19.37 | 03/15/2006 | | A | | 11,000 | | (1) | 03/15/2016 | Class A Common | 11,000 | \$19.37 | 11,000 | D | |

Explanation of Responses:

1. Options may be exercised in increments of 1/3 on each anniversary of the grant date beginning on the third anniversary of the grant date.

| <u>Steven L. Keller, Attorney in</u> | 03/15/2006 |
|--------------------------------------|------------|
| Fact for Martin A. Naegelin | 05/15/2000 |

** 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.

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 Number.