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(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

Name and Address of Reporting Person*     Thor James E						2. Issuer Name and Ticker or Trading Symbol  RUSH ENTERPRISES INC \TX\ [ RUSH ]									k all applic Directo			son(s) to Iss 10% O Other (s	vner
(Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500						3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018									below)  Senior Vice President				poony
(Street) NEW BRAUNFELS TX 78130					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									lividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				n
(City)	(S	tate)	(Zip)																
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					action	tion 2A. Deemed Execution Date,			3. Transa Code (	3. Transaction Code (Instr.		ies Acquir Of (D) (Ins	ed (A) or		5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) or (D) Pri		е	Transact	Transaction(s) (Instr. 3 and 4)			(1130.14)
Class B Common Stock 03/15						2018			A		12,400	(1) A	1	S <mark>O</mark>	57,761 <sup>(2)</sup>		D		
Class B Common Stock 03/15					5/2018	В			F		843(3)	D	\$40	0.46	56,9	918 <sup>(2)</sup>		D	
Class B Common Stock 03/15/					5/2018	В			F		1,006(	4) D	\$40	\$40.46		55,912 <sup>(2)</sup>		D	
Class A Common Stock														21,5	.598 <sup>(5)</sup>		D		
		-	Table II -								osed of,				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code ( 8)		5. Number of		Expiratio	6. Date Exercis Expiration Date (Month/Day/Yea		of Secur Underlyi Derivativ	7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		B. Price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amou or Numb of Share	er					
Option (right to buy)	\$42.99	03/15/2018			A		10,000		(6)	(6) 0		Class A Common Stock	10,00	00	\$0	10,000		D	

## **Explanation of Responses:**

- 1. Reflects the grant of restricted stock units (RSUs) that will entitle the reporting person to receive one share of the Company's Class B Common Stock for each RSU that vests. The RSUs vest in increments of 1/3 on each of the first, second, and third anniversary of the grant date, which is March 15, 2018.
- 2. Includes unvested restricted stock units.
- 3. Shares reported are shares not distributed to the reporting person in order to satisfy the reporting person's tax obligations with respect to vesting associated with the grant that occurred on March 15, 2016.
- 4. Shares reported are shares not distributed to the reporting person in order to satisfy the reporting person's tax obligations with respect to vesting associated with the grant that occurred on March 15, 2017.
- 5. Includes 391 shares acquired on July 1, 2017, under the Rush Enterprises, Inc. Employee Stock Option Plan ("ESPP") and 325 shares acquired on January 1, 2018 under the ESPP.
- 6. 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. The grant date is ten years prior to the expiration date.

Steven L. Keller, Attorney in Fact for James E. Thor

03/19/2018

\*\* 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.