SEC Form 4

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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] RUSH WILLIAM M RUSTY			2. Issuer Name and T <u>RUSH ENTER</u> 1		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last) 555 IH 35 SOU	(First) TH, SUITE 500	(Middle	;)	3. Date of Earliest Tra 12/05/2023	nsaction (Mor	th/Day/Year)	X	Officer (give title below) CEO, Presid		below)	(specify
			[4. If Amendment, Date	e of Original F	iled (Month/Day/Year)	6. Indiv Line)	/idual or Joint/Grou	p Filing (C	Check A	Applicable
(Street) NEW BRAUNFELS	ТХ	78130)				X	Form filed by On Form filed by Mo Person		•	
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication							
	satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
4 Title of Oceanity	(1		2 Transation	24 Deemed	2	4. Converticion Approximated (A) of	. –	E Amount of	6.000	na h in	7 Matura

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class B Common Stock	12/05/2023		S		1,500,000 ⁽¹⁾	D	\$43.56	743,809 ⁽²⁾⁽³⁾	D	
Class B Common Stock								6,750,000 ⁽²⁾	Ι	By 3MR Partners, L.P.
Class A Common Stock								6,184.5 ⁽²⁾	Ι	By 3MR Partners, L.P.
Class A Common Stock								174,154.5(2)(4)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number of Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative rities lired r osed) r. 3, 4	Expiration Date (Month/Day/Year) ed ed		Expiration Date Amount of			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				

Explanation of Responses:

1. The sale was made pursuant to a Share Repurchase Agreement, dated as of December 5, 2023, by and between Rush Enterprises, Inc. (the "Company") and W.M. "Rusty" Rush.

2. On August 28, 2023, the Company effected a 3-for-2 stock split of its common stock. The amount of securities reported on this Form 4 have been adjusted to reflect the stock split.

3. Includes unvested restricted stock and certain shares included in the Company's deferred compensation plan.

4. Includes certain shares included in the Company's deferred compensation plan.

/s/ Steven	L. Ke	eller	
** Signature	of Rei	nortina	Perso

Signature of Reporting Person

12/07/2023 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.