SEC Form 4

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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).

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

1. Name and Address of Reporting Person [*] Anderson Scott T			2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH]		tionship of Reporting Pers all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) 555 IH 35 SOU	(First) TH, SUITE 500	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2015		below) Senior Vice Pro	below)
(Street) NEW BRAUNFELS	ТХ	78130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	ecurities eneficially wned Following (I) (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class B Common Stock	03/13/2015		A		10,400(1)	Α	\$ <mark>0</mark>	27,271 ⁽²⁾	D	
Class B Common Stock	03/15/2015		F		729 ⁽³⁾	D	\$24.58 ⁽⁴⁾	26,542(2)	D	
Class A Common Stock								15 , 744 ⁽²⁾	D	

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. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3 and 4)		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)	\$27.1	03/13/2015		A		13,000		(5)	03/13/2025	Class A Common Stock	13,000	\$0	13,000	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 13, 2015.

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, 2013.

4. The price reported was the closing share price on March 13, 2015.

5. 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.

<u>Steven L. Keller, Attorney in</u> Fact for Scott T. Anderson	03/17/2015		
** Signature of Reporting Person	Date		

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

 \ast 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.