SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average	e burden
hours per respons	e: 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

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

				()		mpany / lot of 2010				
1. Name and Addre	1 0	Person*		uer Name and Tick SH ENTERPI		Symbol <u>C \TX\</u> [RUSH]	(Check	tionship of Reportin all applicable) Director Officer (give title	10% C	
(Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500				te of Earliest Transa 9/2018	action (Month/	Day/Year)	X	below)	below) ce President	
(Street) NEW BRAUNFELS	TX	78130	4. If <i>i</i>	Amendment, Date of	Original Filed	l (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on
(City)	(State)	(Zip)								
		Table I - No	on-Derivative	Securities Acq	uired, Dis	posed of, or Benefi	cially	Owned		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

		(Month/Day/Year)	8)					Owned Following	(I) (Instr. 4)	Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	08/29/2018		A		10.047(1)	A	\$43	3,610.047(2)	D		
Class A Common Stock	12/10/2018		A		13.362(1)	A	\$32.42	3,623.409 ⁽²⁾	D		
Class A Common Stock	03/15/2019		A		10.566 ⁽¹⁾	A	\$41.15	3,620.613 ⁽²⁾	D		
Class A Common Stock	06/10/2019		A		12.205(1)	A	\$35.73	3,632.818 ⁽²⁾	D		
Class A Common Stock	09/10/2019		A		11.615 ⁽¹⁾	A	\$40.81	3,644.433 ⁽²⁾	D		
Class A Common Stock	12/10/2019		A		10.165(1)	A	\$46.78	3,654.598 ⁽²⁾	D		
Class B Common Stock	08/29/2018		A		88.405(1)	A	\$43.98	68,016.405 ⁽³⁾	D		
Class B Common Stock	12/10/2018		A		116.203(1)	A	\$33.55	68,132.608 ⁽³⁾	D		
Class B Common Stock	03/15/2019		A		59.781 ⁽¹⁾	A	\$40.4	68,192.389 ⁽³⁾	D		
Class B Common Stock	06/10/2019		A		79.09(1)	A	\$36.9	68,271.479 ⁽³⁾	D		
Class B Common Stock	09/10/2019		A		75.79 ⁽¹⁾	A	\$41.89	68,347.269 ⁽³⁾	D		
Class B Common Stock	12/10/2019		A		69.667 ⁽¹⁾	A	\$45.67	68,416.936 ⁽³⁾	D		
Class B Common Stock	03/13/2020		A		13,400 ⁽⁴⁾	A	\$ <mark>0</mark>	81,816.936 ⁽³⁾	D		
Class B Common Stock	03/15/2019		F		925 ⁽⁵⁾	D	\$32.83	80,891.936 ⁽³⁾	D		
Class B Common Stock	03/15/2020		F		1,006(6)	D	\$32.83	79,885.936 ⁽³⁾	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 Acquirte (A) or Dispose of (D) (I 3, 4 and	Expiration Date (Month/Day/Year) ed instr.		7. Title and Amount of Securities Underlying Derivative Security (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)	\$33.42	03/13/2020		A		10,000		(7)	03/13/2030	Class A Common Stock	10,000	\$0	10,000	D	

Explanation of Responses:

1. These shares were acquired pursuant to a dividend reinvestment feature of the Rush Enterprises, Inc. Deferred Compensation Plan.

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

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

4. Reflects the grant of RSAs. The RSAs vest in increments of 1/3 on each of the first, second, and third anniversary of the grant date, which is March 13, 2020.

5. 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 of restricted stock units that occurred on March 15, 2017.

6. 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 of RSAs that occurred on March 15, 2019.

7. 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 Scott T. Anderson



** 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.