## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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

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

Name and Address of Reporting Person*      Name and					er Name <b>and</b> Ticke H ENTERPR					(Check all applicable)						
<u>Weaver Derrek</u>								<u>- ,111,</u> [ N			Director	10% (				
(Loct) (First) (Middle)					of Farliest Transac	rtion (M	onth/[	Day/Year)	X	Officer (give title below)	Other below	(specify )				
(Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500				3. Date of Earliest Transaction (Month/Day/Year) 02/14/2013							SVP, General Counsel & Secy.					
(Street)					nendment, Date of (	Original	Filed	(Month/Day/Ye	6. Indi	6. Individual or Joint/Group Filing (Check Applicable Line)						
NEW BRAUNFELS									X Form filed by One Reporting Person							
, Did for the Lo											Form filed by More than One Reporting Person					
(City)	(State)	(Zip)														
		Table I - No	n-Derivati	ive S	ecurities Acq	uired,	, Dis	posed of, o	or Ben	eficially	Owned					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			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)			
				Code	v	Amount (A) or (D) Pri		Price	Transaction(s) (Instr. 3 and 4)		(111341. 4)					
Class A Comm	on Stock		02/14/20	013		M		9,000	A	\$12.913	20,642(1)	D				
Class A Comm	on Stock		02/14/20	013		M		10,500	A	\$12.767	31,142(1)	D				
Class A Comm	on Stock		02/14/20	013		М		5,000	Α	\$15.52	36 142(1)	D				

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

M

s

4,001

28,501

A

D

\$7.67

\$24.2(2)

40,143(1)

11,642(1)

D

D

(e.g., puts, cans, 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. Transaction Code (Instr. 8) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			vative urities uired (A) visposed D) (Instr. 3,	6. Date Exerc Expiration Da (Month/Day/)	ate	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	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		Transaction(s) (Instr. 4)		
Option to buy	\$12.913	02/14/2013		М			9,000 <sup>(4)</sup>	(3)	03/15/2016	Class A Common Stock	9,000	\$0	0	D	
Option to buy	\$12.767	02/14/2013		М			10,500 <sup>(5)</sup>	(3)	03/15/2017	Class A Common Stock	10,500	\$0	0	D	
Option to buy	\$15.52	02/14/2013		М			5,000	(3)	03/14/2018	Class A Common Stock	5,000	\$0	2,500	D	
Option to buy	\$7.67	02/14/2013		М			4,001	(3)	03/13/2019	Class A Common Stock	4,001	\$0	7,999	D	

## **Explanation of Responses:**

Class A Common Stock

Class A Common Stock

- 1. Includes unvested restricted stock units.
- 2. This price is a weighted average price. These 28,501 shares were sold in multiple transactions at prices ranging from \$24.20 to \$24.232, inclusive. The reporting person undertakes to provide Rush Enterprises, Inc., any security holder of Rush Enterprises, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote
- 3. Options vest in increments of 1/3 on each anniversary of the grant date beginning on the third anniversary of the grant date. Grant date is 10 years prior to the expiration date.
- 4. This option was previously reported as covering 6,000 shares at an exercise price of \$19.37 per share but was adjusted as a result of the 3-for-2 stock split of Rush Enterprises, Inc.'s Common Stock on October 10, 2007
- 5. This option was previously reported as covering 7,000 shares at an exercise price of \$19.15 per share but was adjusted as a result of the 3-for-2 stock split of Rush Enterprises, Inc.'s Common Stock on October 10, 2007

Derrek Weaver

02/15/2013

\*\* 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).

02/14/2013

02/14/2013

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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