

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>NAEGELIN MARTIN A</u>  (Last) (First) (Middle) <u>C/O RUSH ENTERPRISES INC</u> <u>555 IH 35 SOUTH</u>  (Street) <u>NEW BRAUNFELS TX 78130</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\ [ RUSH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/22/2004		M		6,250	A	\$5.5	8,250	D	
Class A Common Stock	04/22/2004		M		2,475	A	\$5.75	10,725	D	
Class A Common Stock	04/22/2004		M		1,866	A	\$3.5	12,591	D	
Class A Common Stock	04/22/2004		M		2,000	A	\$2.0625	14,591	D	
Class A Common Stock	04/22/2004		S		12,591	D	\$12	2,000	D	
Class B Common Stock	04/22/2004		M		6,250	A	\$5.5	8,250	D	
Class B Common Stock	04/22/2004		M		2,475	A	\$5.75	10,725	D	
Class B Common Stock	04/22/2004		M		1,866	A	\$3.5	12,591	D	
Class B Common Stock	04/22/2004		M		2,000	A	\$2.0625	14,591	D	
Class B Common Stock	04/22/2004		S		12,591	D	\$12	2,000	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Option (right to buy)	\$5.5	04/22/2004		M			6,250	(I)	03/18/2008	Class A Common	6,250	\$5.5	0	D	
Option (right to buy)	\$5.75	04/22/2004		M			2,475	(I)	03/15/2009	Class A Common	2,475	\$5.75	0	D	
Option (right to buy)	\$3.5	04/22/2004		M			1,866	(I)	03/15/2010	Class A Common	1,866	\$3.5	934	D	
Option (right to buy)	\$2.0625	04/22/2004		M			2,000	(I)	03/15/2011	Class A Common	2,000	\$2.0625	4,000	D	
Option (right to buy)	\$5.5	04/22/2004		M			6,250	(I)	03/18/2008	Class B Common	6,250	\$5.5	0	D	
Option (right to buy)	\$5.75	04/22/2004		M			2,475	(I)	03/15/2009	Class B Common	2,475	\$5.75	0	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Option (right to buy)	\$3.5	04/22/2004		M			1,866	(1)	03/15/2010	Class B Common	1,866	\$3.5	934	D	
Option (right to buy)	\$2.0625	04/22/2004		M			2,000	(1)	03/15/2011	Class B Common	2,000	\$2.0625	4,000	D	

**Explanation of Responses:**

1. One-third of the options vest on each of the third, fourth and fifth anniversaries of the grant date, which is ten years before the expiration date.

Steven L. Keller, by power of attorney      04/26/2004

\*\* 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.**