FORM 4

\$5.5

\$3.5

Option (right to buy)

Option (right to buy)

04/22/2004

04/22/2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

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 (continue) Filed pursuant to Section 16(a) of the Securities Exchange Act or Section 30(h) of the Investment Company Act of 194											ge Act of 1		RSH	IP	Estima		r: erage burder ponse:	3235-0287 n 0.5			
1. Name and Address of Reporting Person* RUSH W MARVIN						2. Issuer Name and Ticker or Trading Symbol RUSH ENTERPRISES INC \TX\ [RUSH]								Check	all applic Directo	able) r	10% Owne		vner		
(Last) (First) (Middle) RUSH ENTERPRISES INC PO BOX 34630						3. Date of Earliest Transaction (Month/Day/Year) 04/22/2004								X Officer (give title Other (specify below) Chairman & CEO							
(Street) SAN ANTONIO TX 78219						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)												1 013011						
		Tak	ole I - No	1		Se	curit	ies Ac	quired	, Dis	sposed o				Owned						
1. Title of	2. Transaction Date (Month/Day/Year)		zA. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (8)		4. Securities Acquired Disposed Of (D) (Instr		I (A) or . 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)						
									Code	v	Amount	(A) or (D)	Price		Transact (Instr. 3 a	ion(s)			, ,		
Class A Common Stock					/22/2004				М		18,750) A	\$4.3125		768,750			D			
Class A Common Stock					04/22/2004						19,418	3 A	\$5.5		788,168			D			
Class A (04/22/2004					M		18,666	6 A	\$3	3.5	806	6,834		D						
Class A	04/22/2004					M		13,166	6 A	\$2.0	2.0625 82		,000		D						
Class A	04/22/2004					S		70,000) D	\$1	12	750,000			D						
Class B (04/22	04/22/2004				M		18,750) A	\$4.3	3125	768	,750		D						
Class B (04/22/2004					M		19,418	3 A	\$5			,168		D						
Class B Common Stock					04/22/2004				M		18,666	6 A	\$3	3.5				D			
	Common Sto				22/2004				M		13,166	6 A	\$2.0625		 			D			
					s 70,000 D \$12 750 rivative Securities Acquired, Disposed of, or Beneficially Owned								,000		D						
		•	Table II -								osed of, converti				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ate Execution Month/Day/Year) if any				Transa Code (I	ansaction of Deri Seco Acq (A) of Disp of (E		umber vative urities uired or oosed D) (Instr. and 5)	6. Date E Expiration (Month/E	n Dat		7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		De Se	Price of erivative ecurity estr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	i i illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
					Code V		(A)	(D)	Date Exercisable		Expiration Date	Title	Amour or Number of Shares	er							
Option (right to buy)	\$4.3125	04/22/2004			M			18,750	(1)		03/25/2007	Class A Common	18,75	50 \$	4.3125	0		D			
Option (right to buy)	\$5.5	04/22/2004			M			19,418	(1)		03/13/2008	Class A Common	19,41	18	\$5.5	1,052		D			
Option (right to buy)	\$3.5	04/22/2004			M			18,666	(1)		03/15/2010	Class A Common	18,66	66	\$3.5	9,334		D			
Option (right to buy)	\$2.0625	04/22/2004			M			13,166	(1)		03/15/2011	Class A Common	13,16	56 s	2.0625	26,33	4	D			
Option (right to buy)	\$4.3125	04/22/2004			M			18,750	(1)		03/25/2007	Class B Common	18,75	50 s	4.3125	0		D			

(1)

(1)

19,418

18,666

M

Class B

Common

Class B

Common

03/13/2008

03/15/2010

19,418

18,666

\$5.5

\$3.5

1,052

9,334

D

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)			vative urities uired or oosed O) (Instr.	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 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)	\$2.0625	04/22/2004		M			13,166	(1)	03/15/2011	Class B Common	13,166	\$2.0625	26,334	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.