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

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| 1 | dress of Reporting | Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|----------------------|--------------------|---------------------|---|------------|---|----------------------|--|--|--|
| <u>Weaver Derrek</u> | | | | | Director | 10% Owner | | | |
| , | | | — | - x | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | 7 * | below) | below) | | | |
| | | | 03/15/2014 | | SVP, General Cou | nsel & Secy. | | | |
| 555 IH 35 SO | UTH, SUITE 50 | 00 | | | | | | | |
| | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | vidual or Joint/Group Fili | ng (Check Applicable | | | |
| NEW | | | | Line) | | | | | |
| BRAUNFELS | TX | 78130 | | X | Form filed by One Reporting Person | | | | |
| DIAONIEL |) | | | | Form filed by More the | an One Reporting | | | |
| , | | | — | | 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) if any 2. Transaction (Month/Day/Year) any 3. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5) | | | | | | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial |
|---------------------------------|--|------------------|---|--|----------------------|---|-------|---|---|--|
| | (Month/Day/Year) | (Month/Day/Year) | | | Amount (A) or Price | | Price | Owned Following Reported Transaction(s) | (I) (Instr. 4) | Ownership (Instr. 4) |
| Class B Common Stock | 03/15/2014 | | A | | 9,600 ⁽¹⁾ | A | \$0 | (Instr. 3 and 4) 17,600 ⁽²⁾ | D | |
| Class A Common Stock | | | | | | | | 11,642 ⁽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) | | of | | 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 | Amount or Number of Shares | | | | |
| Option (right to buy) | \$30.27 | 03/15/2014 | | A | | 12,000 | | (3) | 03/15/2024 | Class A Common Stock | 12,000 | \$0 | 12,000 | 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 15, 2014.

2. Includes unvested restricted stock units.

3. 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. Grant date is ten years prior to the expiration date.

Derrek Weaver 03/17/2014

Date

** Signature of Reporting Person

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.