SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] ORF DAVID C	2. Issuer Name **and** Ticker or Trading Symbol RUSH ENTERPRISES INC \TX\ [RUSH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2014	Director 10% Owner X Officer (give title below) Other (specify below) **Senior Vice President**
(Street) NEW BRAUNFELS TX 78130 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 B Common Stock	03/15/2014		A		10,180[(1)]	A	$0	18,760[(2)]	D	
Class A Common Stock								22,859[(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. 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	Amount or Number of Shares				
Option (right to buy)	$30.27	03/15/2014		A		12,725		[(4)]	03/15/2024	Class A Common Stock	12,725	$0	12,725	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. Includes unvested restricted stock units in addition to 267 shares acquired on July 8, 2013, under the Rush Enterprises, Inc. Employee Stock Purchase Plan ("ESPP") and 222 shares acquired on January 1, 2014, under the ESPP.

4. 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.

Steven L. Keller, Attorney-in-Fact for David C. Orf	03/17/2014
** 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.