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* <br> Anderson Scott T | 2. Issuer Name **and** Ticker or Trading Symbol <br> RUSH ENTERPRISES INC \TX\ [ RUSH ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)   (First)   (Middle) <br> 555 IH 35 SOUTH, SUITE 500 | 3. Date of Earliest Transaction (Month/Day/Year) <br> 03/15/2013 |    Director     10% Owner <br> X   Officer (give title below)    Other (specify below) <br> **Senior Vice President** |
| (Street) <br> NEW BRAUNFELS   TX   78130 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X   Form filed by One Reporting Person <br>    Form filed by More than 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) | 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 | 03/15/2013 | | A | | 8,000[1] | A | $0 | 8,000 | D | |
| Class A Common Stock | 03/15/2013 | | F | | 328 | D | $25.7 | 16,072[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. 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) | $25.7 | 03/15/2013 | | A | | 10,000 | | [3] | 03/15/2023 | Class A Common | 10,000 | $0 | 10,000 | 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 was March 15, 2013.

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.

| Steven L. Keller, Attorney in Fact for Scott T. Anderson | 03/19/2013 |
|---|---|
| ** Signature of Reporting Person | Date |