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 subj	iect 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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				1				
1. Name and Address of Reporting Person [*] Weaver Derrek			2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH]		ionship of Reporting Perso all applicable) Director	10% Owner		
(Last) 555 IH 35 SOU ⁷	(First) TH, SUITE 500	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2015	X	Officer (give title below) SVP, General Counse	Other (specify below) el & Secy.		
(Street) NEW	ТХ	78130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Repor	、 · · ·		
BRAUNFELS (City)	(State)	(Zip)			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 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature											
1. Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 5		Disposed Of (Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Class B Common Stock	03/13/2015		A		10,400(1)	A	\$ <mark>0</mark>	28,000 ⁽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)	\$27.1	03/13/2015		A		13,000		(3)	03/13/2025	Class A Common Stock	13,000	\$0	13,000	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 13, 2015.

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. The grant date is ten years prior to the expiration date.

Derrek Weaver 03/17/2015

** 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.