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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Addres	ss of Reporting Persor	1*	2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX</u> [RUSH]		5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% Own							
(Last) (First) (Middle)				X	Officer (give title	Other (specify						
			3. Date of Earliest Transaction (Month/Day/Year) 03/14/2008		below) Senior Vice Pre	below) esident						
(Street) NEW BRAUNFELS	TX	78130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting Person						
(City)	(State)	(Zip)			reisuit							

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)					Securities	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	03/14/2008		Α		2,860 ⁽¹⁾	Α	\$ <mark>0</mark>	4,788 ⁽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)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed ed nstr.	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)	\$15.52	03/14/2008		A		14,300		(3)	03/14/2018	Class A Common	14,300	\$0	14,300	D	

Explanation of Responses:

1. Shares represent a restricted stock award and vest in increments of 1/3 on each of the first, second and third anniversary of the grant date.

2. Includes 484 shares acquired on July 9, 2007 and 381 shares acquired on January 14, 2008 under the Rush Enterprises, Inc. Employee Stock Purchase Plan; also includes 354 shares issued as a result of the 3for-2 stock split of Rush Enterprises, Inc.'s Common Stock on October 10, 2007.

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.



** Signature of Reporting Person

03/14/2008

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.