

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
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1. Name and Address of Reporting Person * <u>RUSH WILLIAM M RUSTY</u>  (Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500  (Street) NEW BRAUNFELS TX 78130  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX</u> [ <u>RUSH</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 A Common Stock	10/28/2019		M		23,657	A	\$12.5	105,718	D	
Class A Common Stock	10/28/2019		S		23,657	D	\$44.8094 <sup>(1)</sup>	82,061	D	
Class A Common Stock	10/29/2019		M		51,343	A	\$12.5	133,404	D	
Class A Common Stock	10/29/2019		S		51,343	D	\$45.1378 <sup>(2)</sup>	82,061	D	
Class A Common Stock								1,486.4293	I	By 3MR Partners, L.P.
Class B Common Stock								416,912 <sup>(3)</sup>	D	
Class B Common Stock								1,623,635.5393	I	By 3MR Partners, L.P.

**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
Option (right to buy)	\$12.5	10/28/2019		M			23,657	(4)	03/15/2020	Class A Common Stock	23,657	\$0	51,343	D	
Option (right to buy)	\$12.5	10/29/2019		M			51,343	(4)	03/15/2020	Class A Common Stock	51,343	\$0	0	D	

**Explanation of Responses:**

- This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.67 to \$45.05. The reporting person undertakes to provide Rush Enterprises, Inc., any security holder of Rush Enterprises, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.5050 to \$45.34. The reporting person undertakes to provide Rush Enterprises, Inc., any security holder of Rush Enterprises, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- Includes unvested restricted stock awards and certain shares and unvested restricted stock units included in the Company's deferred compensation plan.
- 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.

Steven L. Keller, Attorney in  
Fact for William M. Rusty 10/30/2019  
Rush

\*\* 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.

