

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

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

1. Name and Address of Reporting Person* <u>Keller Steven L</u>			2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC /TX/ [RUSH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X CFO & Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>555 IH 35 SOUTH, SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW TX 78130</u>								
(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 A Common Stock	08/29/2018		A		11.163 ⁽¹⁾	A	\$43	36,524.163 ⁽²⁾	D	
Class A Common Stock	12/10/2018		A		14.847 ⁽¹⁾	A	\$32.42	36,539.01 ⁽²⁾	D	
Class A Common Stock	03/15/2019		A		11.74 ⁽¹⁾	A	\$41.15	36,550.75 ⁽²⁾	D	
Class A Common Stock	06/10/2019		A		13.561 ⁽¹⁾	A	\$35.73	36,564.311 ⁽²⁾	D	
Class A Common Stock	09/10/2019		A		12.905 ⁽¹⁾	A	\$40.81	36,577.216 ⁽²⁾⁽³⁾	D	
Class A Common Stock	12/10/2019		A		11.294 ⁽¹⁾	A	\$46.78	36,588.51 ⁽²⁾	D	
Class B Common Stock	08/29/2018		A		101.065 ⁽¹⁾	A	\$43.98	74,918.065 ⁽⁴⁾	D	
Class B Common Stock	12/10/2018		A		132.845 ⁽¹⁾	A	\$33.55	75,050.91 ⁽⁴⁾	D	
Class B Common Stock	03/15/2019		A		79.789 ⁽¹⁾	A	\$40.4	75,130.699 ⁽⁴⁾	D	
Class B Common Stock	05/22/2019		F		2,987 ⁽⁵⁾	D	\$37.89	72,143.699	D	
Class B Common Stock	06/10/2019		A		81.565 ⁽¹⁾	A	\$36.9	72,225.264 ⁽⁴⁾	D	
Class B Common Stock	09/10/2019		A		78.088 ⁽¹⁾	A	\$41.89	72,303.352 ⁽⁴⁾	D	
Class B Common Stock	12/10/2019		A		71.847 ⁽¹⁾	A	\$45.67	72,375.367 ⁽⁴⁾	D	
Class B Common Stock	03/13/2020		A		15,000 ⁽⁶⁾	A	\$0	87,375.367 ⁽⁴⁾	D	
Class B Common Stock	03/15/2019		F		1,055 ⁽⁷⁾	D	\$32.83	86,320.367 ⁽⁴⁾	D	
Class B Common Stock	03/15/2020		F		1,136 ⁽⁸⁾	D	\$32.83	85,184.367	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					
Option (right to buy)	\$33.42	03/13/2020		A		10,000		(9)	03/13/2030	Class A Common Stock 10,000	\$0	10,000	D	

Explanation of Responses:

- These shares were acquired pursuant to a dividend reinvestment feature of the Rush Enterprises, Inc. Deferred Compensation Plan.
- Includes certain shares included in the Company's deferred compensation plan.
- Includes 341 shares acquired January 1, 2020, under the Rush Enterprises, Inc. Employee Stock Purchase Plan.
- Includes unvested restricted stock (RSAs) and certain shares and unvested restricted stock units included in the Company's deferred compensation plan.
- Shares reported are shares not distributed to the reporting person in order to satisfy the reporting person's tax obligations with respect to the distribution of shares of the Company's Class B Common Stock pursuant to the Company's Deferred Compensation Plan.
- Reflects the grant of RSAs. The RSAs vest in increments of 1/3 on each of the first, second, and third anniversary of the grant date, which is March 13, 2020.
- Shares reported are shares not distributed to the reporting person in order to satisfy the reporting person's tax obligations with respect to vesting associated with the grant of restricted stock units that occurred on March 15, 2018.
- Shares reported are shares not distributed to the reporting person in order to satisfy the reporting person's tax obligations with respect to vesting associated with the grant of RSAs that occurred on March 15,

2019.

9. 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

03/17/2020

** 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.