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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
NAEGELIN MARTIN A	RUSH ENTERPRISES INC \TX\ [RUSH]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)

555 IH 35 SOUTH, SUITE 500

(Street)

NEW BRAUNFELS TX 78130

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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 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	12/09/2010		M		3,502[1]	A	$2.35	29,752	D	
Class A Common Stock	12/09/2010		S		3,502	D	$20.5	26,250	D	
Class A Common Stock	12/09/2010		M		5,500[2]	A	$2.433	31,750	D	
Class A Common Stock	12/09/2010		S		5,500	D	$20.5	26,250	D	
Class A Common Stock	12/10/2010		M		12,500[3]	A	$2.433	38,750	D	
Class A Common Stock	12/10/2010		S		12,500	D	$19.98[4]	26,250	D	
Class A Common Stock	12/10/2010		M		13,500[5]	A	$7.97	39,750	D	
Class A Common Stock	12/10/2010		S		13,500	D	$19.976[6]	26,250	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 to buy	$2.35	12/09/2010		M			3,502	[7]	03/15/2012	Class A Common Stock	3,502	$0	0	D	
Option to buy	$2.433	12/09/2010		M			5,500	[7]	03/15/2013	Class A Common Stock	5,500	$0	12,500	D	
Option to buy	$2.433	12/10/2010		M			12,500	[7]	03/15/2013	Class A Common Stock	12,500	$0	0	D	
Option to buy	$7.97	12/10/2010		M			13,500	[7]	03/15/2014	Class A Common Stock	13,500	$0	0	D	

Explanation of Responses:

1. This option was previously reported as covering 2334 shares at an exercise price of $3.525 per share but was adjusted as a result of the 3-for-2 stock split of Common Stock of Rush Enterprises, Inc. on October 10, 2007.

2. This option was previously reported as covering 3667 shares at an exercise price of $3.65 per share but was adjusted as a result of the 3-for-2 stock split of Common Stock of Rush Enterprises, Inc. on October 10, 2007.

3. This option was previously reported as covering 8333 shares at an exercise price of $3.65 per share but was adjusted as a result of the 3-for-2 stock split of Common Stock of Rush Enterprises, Inc. on October 10, 2007.

4. Reflects aggregate reporting of multiple open market transactions. The Reporting Person will provide, upon request by the United States Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price. The price reported is the weighted average sales price of share sales occurring at prices ranging from $19.96 to $20.00 per share.

5. This option was previously reported as covering 9000 shares at an exercise price of $11.96 per share but was adjusted as a result of the 3-for-2 stock split of Common Stock of Rush Enterprises, Inc. on October 10, 2007.

6. Reflects aggregate reporting of multiple open market transactions. The Reporting Person will provide, upon request by the United States Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price. The price reported is the weighted average sales price of share sales occurring at prices ranging from $19.97 to $19.98 per share.

7. 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 10 years prior to expiration date.

Steven L. Keller, Attorney-in-Fact for Martin A. Naegelin   12/10/2010

** Signature of Reporting Person   Date