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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(City)			(Zip)	-Derivat	ive Se	-curitie	<u></u>	nuired I	Dist	nosed o	of or Be	nefi	cially	Persor	ı -	e than	One Repor	ting
1. Title of Security (Instr. 3) 2. Trans Date				2. Transact	action 2A. Deemed Execution Date		ed n Date,	3. Transaction Code (Instr.		4. Securities Acquired (AD Disposed Of (D) (Instr. 3		red (A)	or -	5. Amour Securitie Beneficia	Amount of ecurities eneficially wned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock 03/15/					/2011		Code	V	Amount 3,630	(D)		rice \$0	Transact (Instr. 3 a	ction(s)		D	,	
1 Title of			_	e.g., put		ls, warr	ants,	, option	s, c	onverti	ble sec	uritie	es) ´		O. Niumbo		10	11 Natura
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/\)	Cod	nsaction le (Instr.			6. Date Exe Expiration (Month/Day	Date		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	le V	(A)		Date Exercisable		expiration vate	Title	Amo or Nun of Sha						
Option (right to	\$18.74	03/15/2011		A		18,150	П	(3)		3/15/2021	Class A	18.	150	\$0	18,150	,	D	

Explanation of Responses:

buy)

- 1. Includes unvested restricted stock units.
- 2. Includes 113 shares acquired on July 6, 2010, and 105 shares acquired on January 11, 2011, under the Rush Enterprises, Inc. Employee Stock Purchase Plan.
- 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

Steven L. Keller, Attorney in Fact for James E. Thor

03/17/2011

** 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.