П

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 APPR | ROVAL |
|----------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average bu | ırden |
| hours per response. | 0.5 |

| 1. Nume and Address of Reporting Leson | | | 2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH] | 5. Rela (Check X | n(s) to Issuer 10% Owner | | | |
|--|---------------------------|----------------|---|------------------------|---|--------|----------------------------------|--|
| (Last) 555 IH 35 SOUT | (First) ITH, SUITE 500 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/06/2013 | X | Officer (give title below) CEO and Presid | | Other (specify below) lent | |
| (Street) NEW BRAUNFELS (City) | TX (State) | 78130 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group F Form filed by One F Form filed by More Person | Report | ting 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) | Execution Date, frany Code (Instr.) Disposed Of (D) (Instr. 3, 4 and 5) Securities (Month/Day/Year) 8) Owned Following | | action Disposed Of (D) (Instr. 3, 4 and 5) | | | 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 | Reported Transaction(s) (Instr. 3 and 4) | | (1150.4) | | |
| Class A Common Stock | 03/06/2013 | | S | | 20,000 | D | \$25.319 ⁽¹⁾ | 54,512 ⁽²⁾ | D | | | |
| Class A Common Stock | | | | | | | | 1,486.4293 | Ι | By 3MR Partners | | |
| Class B Common Stock | | | | | | | | 28,011 | D | | | |
| Class B Common Stock | | | | | | | | 1,623,635.5393 | I | By 3MR Partners | | |

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) | Transaction Code (Instr. 8) | | of I | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Amour Securi Under Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 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 | | | | |

Explanation of Responses:

1. This price is a weighted average price. These 20,000 shares were sold in multiple transactions at prices ranging from \$25.30 to \$25.40, inclusive. 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 within the range set forth in this footnote.

2. Includes unvested restricted stock units.

 Steven L. Keller, Attorney in

 Fact for William M. Rusty
 0

 Rush
 0

03/08/2013

** 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.