SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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## 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* <u>RUSH WILLIAM M RUSTY</u>			uer Name <b>and</b> Tick SH ENTERP						X 10% C	Owner	
(Last) (First) (Middle) 555 IH 35 SOUTH, SUITE 500		te of Earliest Trans 9/2018	action (I	Month	/Day/Year)	_	below)		Other (specify below) President		
(Street) NEW BRAUNFELS (City) (State) (Zip)	4. lf <i>F</i>	Amendment, Date o	f Origina	al File	d (Month/Day/\	Line)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>				
	lon-Deriva	tive	Securities Acc	uired	l. Dis	sposed of.	or Ben	eficially	/ Owned		
1. Title of Security (Instr. 3)	2. Transacti Date (Month/Day)	on	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (I	cquired (	A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	08/29/20	)18		A		83.72(1)	Α	\$ <mark>4</mark> 3	82,144.72 <sup>(2)</sup>	D	
Class A Common Stock	12/10/20	)18		A		111.352(1)	Α	\$32.42	82,256.072 <sup>(2)</sup>	D	
Class A Common Stock	03/15/20	)19		A		88.054(1)	A	\$41.15	82,344.126 <sup>(2)</sup>	D	
Class A Common Stock	06/10/20	)19		A		101.706 <sup>(1)</sup>	Α	\$35.73	82,445.832 <sup>(2)</sup>	D	
Class A Common Stock	09/10/20	)19		A		96.79 <sup>(1)</sup>	Α	\$40.81	82,542.622 <sup>(2)</sup>	D	
Class A Common Stock	12/10/20	)19		Α		84.708(1)	Α	\$46.78	82,627.33 <sup>(2)</sup>	D	
Class A Common Stock									1,486.4293	Ι	By 3MR Partners, L.P.
Class B Common Stock	08/29/20	)18		Α		381.991(1)	Α	\$43.98	417,293.991 <sup>(3)</sup>	D	
Class B Common Stock	12/10/20	)18		Α		502.11 <sup>(1)</sup>	Α	\$33.55	417,796.102 <sup>(3)</sup>	D	
Class B Common Stock	03/15/20	)19		Α		254.073(1)	Α	\$40.4	418,050.175 <sup>(3)</sup>	D	
Class B Common Stock	05/22/20	)19		F		11,203(4)	D	\$37.89	406,847.175	D	
Class B Common Stock	06/10/20	)19		Α		299.768(1)	Α	\$ <mark>36.9</mark>	407,146.943 <sup>(3)</sup>	D	
Class B Common Stock	09/10/20	)19		Α		286.994(1)	Α	\$41.89	407,433.937 <sup>(3)</sup>	D	
Class B Common Stock	12/10/20	)19		Α		264.058(1)	Α	\$45.67	407,697.995 <sup>(3)</sup>	D	
Class B Common Stock	03/13/20	)20		Α		65,000 <sup>(5)</sup>	Α	\$ <mark>0</mark>	472,697.995 <sup>(3)</sup>	D	
Class B Common Stock	03/15/20	)19		F		19,166 <sup>(6)</sup>	D	\$32.83	453,531.995 <sup>(3)</sup>	D	
Class B Common Stock	03/15/20	)20		F		20,334 <sup>(7)</sup>	D	\$32.83	433,197.995	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)

			T												
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. Transa Code ( 8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	Expiration Date (Month/Day/Year) s		and 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 (right to buy)	\$33.42	03/13/2020		A		35,000		(8)	03/13/2030	Class A Common Stock	35,000	\$0	35,000	D	

Explanation of Responses:

1. These shares were acquired pursuant to a dividend reinvestment feature of the Rush Enterprises, Inc. Deferred Compensation Plan.

2. Includes certain shares included in the Company's deferred compensation plan.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

<u>Steven L. Keller, Attorney in</u>	
<u>Fact for William M. Rusty</u>	03/17/2020
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.

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<sup>3.</sup> Includes unvested restricted stock (RSAs) and certain shares and unvested restricted stock units included in the Company's deferred compensation plan.