# SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	n
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	OVAL
OMB Number:	3235-0287
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hours per response:	0.5

	ss of Reporting Perso .IAM M RUST		2. Issuer Name and Ticker or Trading Symbol <u> RUSH ENTERPRISES INC \TX\</u> [ RUSH ]	5. Relationship of Reporting Person(s) to Issue (Check all applicable) X Director X 10% Own				
(Last) 555 IH 35 SOUT	(First) TH, SUITE 500	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2017	Х	Officer (give title below) CEO and	Presid	Other (specify below) dent	
(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

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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)					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	05/15/2017		М		25,000	A	\$15.52	107,061	D	
Class A Common Stock	05/15/2017		S		25,000	D	\$37.6273(1)	82,061	D	
Class A Common Stock								1,486.4293	I	By 3MR Partners, L.P.
Class B Common Stock								313,169 <sup>(2)</sup>	D	
Class B Common Stock								1,623,635.5393	I	By 3MR Partners, L.P.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9.)	p,	•••••	-,		, • • • • • • • • • • •									
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)		of		Expiration Date of Secu (Month/Day/Year) Underly Derivat		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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)	\$15.52	05/15/2017		М			25,000	(3)	03/14/2018	Class A Common Stock	25,000	\$0	25,000	D			

### **Explanation of Responses:**

1. This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.56 to \$37.68. 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. 2. Includes unvested restricted stock units.

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. The grant date is ten years prior to the expiration date.

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

05/17/2017

\*\* 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.