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
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 APPROVAL										
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1. Name and Address of Reporting Person* RUSH WILLIAM M RUSTY			2. Issuer Name and Ticker or Trading Symbol <u>RUSH ENTERPRISES INC \TX\</u> [RUSH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		<u>+</u>			Director	Х	10% Owner		
(Last) (First) (Middle)				x	Officer (give title		Other (specify		
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)		below)		
555 IH 35 SOUTH, SUITE 500			03/15/2017	CEO and President					
P									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		ridual or Joint/Group F	iling (Check Applicable		
NEW				Line)					
BRAUNFELS	TX	78130		X	Form filed by One F	Report	ing Person		
					Form filed by More than One Reporting				
					Person				
(City)	(State)	(Zip)							

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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 B Common Stock	03/15/2017		A		55,000 ⁽¹⁾	A	\$0	318,203 ⁽²⁾	D			
Class B Common Stock	03/15/2017		F		5,034 ⁽³⁾	D	\$31.37	313,169 ⁽²⁾	D			
Class B Common Stock								1,623,635.5393	I	By 3MR Partners, L.P.		
Class A Common Stock								82,061	D			
Class A Common Stock								1,486.4293	I	By 3MR Partners, L.P.		

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. Transa Code (8)		of Derivati Securiti Acquire (A) or Dispose of (D) (I	of Expiration I Derivative (Month/Day Securities Acquired		5. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$33.89	03/15/2017		A		35,000		(4)	03/15/2027	Class A Common Stock	35,000	\$0	35,000	D	

Explanation of Responses:

1. Reflects the grant of restricted stock units (RSUs) that will entitle the reporting person to receive one share of the Company's Class B Common Stock for each RSU that vests. The RSUs vest in increments of 1/3 on each of the first, second, and third anniversary of the grant date, which is March 15, 2017.

2. Includes unvested restricted stock units.

3. Shares reported are shares not distributed to reporting person in order to satisfy the reporting person's tax obligations with respect to vesting associated with the grant that occurred on March 15, 2014.

4. 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.

Steven L. Keller, Attorney in Fact for William M. Rusty Rush ** Signature of Reporting Person Date

03/17/2017

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.