

Fatovic Robert D
Form 4
February 12, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fatovic Robert D

2. Issuer Name and Ticker or Trading Symbol
RYDER SYSTEM INC [R]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11690 N.W. 105TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CLO & Corp. Secretary

MIAMI, FL 33178

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| common stock | 02/08/2019 | | F ⁽¹⁾ | 1,485 D \$ 57.92 | 14,383 ⁽²⁾ | D | |
| common stock | 02/08/2019 | | M | 3,803 A \$ 0 | 18,186 | D | |
| common stock | 02/08/2019 | | A | 2,935 ⁽³⁾ A \$ 0 | 21,121 ⁽²⁾ | D | |
| common stock | | | | | 16,360 | I | By Ryder Employee Savings Plan |
| common stock | | | | | 314 | I | By Ryder Deferred |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title of Underlying Security (Instr. 3) |
|---|--|---|---|-----------------------------------|---|--------|-----|---|-----------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | |
| Performance-Based Restricted Stock Rights | \$ 0 | 02/08/2019 | | M | | 5,785 | (4) | (5) | (5) | common stock |
| Stock Option (right to buy) | \$ 57.92 | 02/08/2019 | | A | | 14,481 | | (6) | 02/08/2029 | common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fatovic Robert D 11690 N.W. 105TH STREET MIAMI, FL 33178 | | | EVP, CLO & Corp. Secretary | |

Signatures

/s/ Indira Sordo, by power of attorney
02/12/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents shares of common stock withheld by the Company for the payment of taxes due upon the vesting of performance-based restricted stock rights (PBRsRs).
- (2) Includes 450 shares of common stock acquired by the reporting person under the Company's dividend reinvestment plan since the date of the reporting person's last Section 16 filing.

Edgar Filing: Fatovic Robert D - Form 4

- (3) Represents time-based restricted stock rights granted to the reporting person by the Company, which vest ratably over a term of three years.
- (4) With respect to PBRs for the first, second and third performance periods, 1,638 shares, 1,161 shares and 1,004 shares were earned, respectively.
- (5) The performance cycle for the PBRs was segmented into three performance periods. The performance cycle ended on December 31, 2018. The PBRs earned for each performance period vested upon Board approval on February 8, 2019.
- (6) The stock options vest in three equal installments on February 8, 2020, February 8, 2021, and February 8, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.