

GREENE GREGORY F
Form 4
February 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
GREENE GREGORY F

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. 105 STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CAO

MIAMI, FL 33178

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

(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. 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 | Price | |
| Common Stock | 02/10/2013 | | F ⁽¹⁾ | | 166 | \$ 57.705 | D |
| Common Stock | 02/11/2013 | | M ⁽²⁾ | | 9,073 | \$ 32.985 | D |
| Common Stock | 02/11/2013 | | S | | 9,073 | \$ 57.723 | D |
| | | | | | | <u>(3)</u> <u>(4)</u> | |

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

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SEC 1474
(9-02)

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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) | | |
| Stock Option (right to buy) | \$ 58.21 | 02/08/2013 | | A | | 16,005 | (5) | 02/07/2023 | Common Stock |
| Performance-Based Restricted Stock Rights | \$ 0 | 02/08/2013 | | A | | 3,850 | (6) | (6) | Common Stock |
| Stock Option (right to buy) | \$ 32.985 | 02/11/2013 | | M | | 9,073 | (8) | 02/10/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENE GREGORY F 11690 N.W. 105 STREET MIAMI, FL 33178 | | | EVP and CAO | |

Signatures

/s/ Julie A. Azuaje by power of attorney
02/12/2013

__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 restricted stock rights granted to the reporting person on February 10, 2010.
- (2) The option exercise and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person on August 24, 2012.
- (3) This reflects the weighted average price at which the shares were sold. The sales prices ranged from \$57.22 to \$58.15.
- (4) The Reporting Person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The stock options vest in three equal installments on February 8, 2014, February 8, 2015 and February 8, 2016.

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- The performance cycle for one half of the performance-based restricted stock rights (PBRSRs) is segmented into three equal performance periods of one, two and three years. The performance period for the other half is segmented into three equal one-year performance periods. The PBRSRs earned for each performance period will vest at the end of the three-year cycle ending on December 31, 2015. PBRSRs that do not vest will be cancelled.
- (6) The PBRSRs represent a contingent right to receive that number of shares of Ryder common stock equal to 25% to 125% of the number of PBRSRs based on the Company achieving certain threshold, target or maximum performance goals.
 - (7) The option, representing the right to purchase 27,220 shares, vests in accordance with the following schedule: 9,074 vested on February 10, 2011, 9,073 vested on February 10, 2012 and 9,073 vested on February 10, 2013.

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.