

RYDER SYSTEM INC

Form 4

February 17, 2015

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARCIA ART A

(Last) (First) (Middle)

11690 N.W. 105 STREET

(Street)

MIAMI, FL 33178

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title below) _____ Other (specify below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/12/2015		M	2,184	A \$ 0	18,578	D
Common Stock	02/12/2015		F(1)	99	D \$ 93.51	18,479	D
Common Stock	02/13/2015		M	6,825	A \$ 53.63	25,304	D
Common Stock	02/13/2015		S	6,825	D \$ 93.5552 (2) (3)	18,479	D
Common Stock	02/13/2015		S	2,000	D \$ 93.6863	16,479	D

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(3) (4)

Common Stock	2,469	I	By Ryder Employee Savings Plan
Common Stock	502	I	By Ryder Deferred Compensation Plan

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-Based Restricted Stock Rights	\$ 0	02/12/2015		M	4,175 (5)	(6) (6)	Common Stock
Stock Option (right to buy)	\$ 93.51	02/12/2015		A	19,500	(7) 02/11/2025	Common Stock
Performance-Based Restricted Stock Rights	\$ 0	02/12/2015		A	3,850 (8) (9)	(10) (10)	Common Stock
Stock Option (right to buy)	\$ 53.63	02/13/2015		M	6,825	02/11/2014 02/10/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARCIA ART A 11690 N.W. 105 STREET MIAMI, FL 33178	EVP & Chief Financial Officer

Signatures

/s/ Flora R. Perez by power of
attorney

02/17/2015

__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 PBRsRs on February 12, 2015.
- (2) This reflects the weighted average price at which the shares were sold. The sale prices ranged from \$93.39 to \$93.84.
- (3) 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.
- (4) This reflects the weighted average price at which the shares were sold. The sale prices ranged from \$93.68 to \$93.69.
- (5) The PBRsRs for the first performance period (1,391) were not earned and were therefore cancelled. For the second and third performance periods, 655 shares and 1,529 shares were earned, respectively.
- (6) The performance cycle for the performance-based restricted stock rights (PBRsRs) was segmented into three performance periods. The performance cycle ended on December 31, 2014. The PBRsRs earned for each performance period vested upon Board approval on February 12, 2015.
- (7) The stock options vest in three equal installments on February 12, 2016, February 12, 2017 and February 12, 2018.
- (8) The PBRsRs represent a contingent right to receive that number of shares of Ryder common stock equal to a maximum of 125% of the number of PBRsRs granted based on the Company achieving certain threshold, target or maximum performance goals.
- (9) This amount represents the number of shares that will be earned assuming target performance levels.
- (10) The performance cycle for one half of the performance-based restricted stock rights (PBRsRs) is segmented into three 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 performance cycle ends on December 31, 2017. PBRsRs that do not vest will be cancelled.

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.