

RITCHIE BROS AUCTIONEERS INC
Form 4
March 09, 2016

FORM 4

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

OMB APPROVAL

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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 *
McLeod Robert Alastair

2. Issuer Name and Ticker or Trading Symbol
RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Bus. Dev. Officer

C/O RITCHIE BROS.
AUCTIONEERS INC., 9500
GLENLYON PARKWAY

(Street)

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

BURNABY, A1 V5J 0C6

(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				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 Shares	03/04/2016		M		3,585	A	(1)	9,985	D	
Common Shares	03/04/2016		M		263	A	(1)	10,248	D	
Common Shares	03/04/2016		M		5,385	A	(2)	15,633	D	
Common Shares	03/04/2016		M		395	A	(2)	16,028	D	
	03/04/2016		D		9,628	D		6,400	D	

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Common Shares	\$					
	23.33					
Common Shares		19,029	I		Long-Term Investment Plan	
Common Shares		11,157 ⁽³⁾	I		Employee Stock Purchase Plan	
Common Shares		1,856	I		Held by spouse	

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

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(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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 DER PSU ⁽⁴⁾	⁽⁵⁾	03/04/2016		A	26	⁽⁵⁾	⁽⁵⁾	Common Shares	26	\$
2013 DER RSU ⁽⁶⁾	⁽⁷⁾	03/04/2016		A	39	⁽⁷⁾	⁽⁷⁾	Common Shares	39	\$
2014 DER PSU ⁽⁸⁾	⁽⁹⁾	03/04/2016		A	21	⁽⁹⁾	⁽⁹⁾	Common Shares	21	\$
2014 DER RSU ⁽¹⁰⁾	⁽¹¹⁾	03/04/2016		A	35	⁽¹¹⁾	⁽¹¹⁾	Common Shares	35	\$
2013 PSUs ⁽¹²⁾	⁽¹⁾	03/04/2016		M	3,585	⁽¹⁾	⁽¹⁾	Common Shares	3,585	\$

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Plan, and become exercisable proportionately with the performance share units to which they relate. Excludes dividend equivalent rights that relate to performance share units for which the performance criteria has not been satisfied.

(10) Dividend Equivalent Rights ("DER") for 2014 Restricted Share Units

Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The

(11) dividend equivalent rights accrued in respect of the 2014 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

(12) Performance Share Units ("PSUs") - 2013

(13) Restricted Share Units ("RSUs") - 2013

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

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