

RYDER SYSTEM INC
Form 4
February 12, 2010

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

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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 *
TEGNELIA ANTHONY G

(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)
02/10/2010

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)

President - Global FMS

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/10/2010 | | M | | 5,335 (1) (2) \$ 0 | D | |
| Common Stock | 02/10/2010 | | A | | 3,000 (3) \$ 0 | D | |
| Common Stock | 02/10/2010 | | F(4) | | 1,481 D \$ 32.985 | D | |
| Common Stock | | | | | 2,453 | I | By Ryder Employee Savings Plan |
| Common Stock | | | | | 255 | I | By Ryder Deferred |

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 a Underly (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (right to buy) | \$ 32.985 | 02/10/2010 | | A | 35,285 | <u>(5)</u> 02/10/2017 | Comm Stock |
| Performance-Based Restricted Stock Rights | \$ 0 <u>(6)</u> | 02/10/2009 | | A | 7,430 | <u>(6)</u> <u>(6)</u> | Comm Stock |
| Performance-Based Restricted Stock Rights | \$ 0 | 02/10/2010 | | M | 5,335 <u>(2)</u> | <u>(2)</u> <u>(2)</u> | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEGNELIA ANTHONY G 11690 N.W. 105 STREET MIAMI, FL 33178 | | | President - Global FMS | |

Signatures

/s/ Flora R. Perez, by power of attorney
02/12/2010

**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).

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- (1) Represents shares of common stock acquired by the reporting person through the vesting of performance-based restricted stock rights granted on February 9, 2007.
- (2) These performance-based restricted stock rights vested upon approval of the Board of Directors on February 10, 2010 based on the Company achieving a financial performance goal for the three-year period ending December 31, 2009.
- (3) Represents time-based restricted stock rights granted to the reporting person by the Company. The restricted stock rights vest in three equal installments on February 10, 2011, February 10, 2012 and February 10, 2013.
- (4) Represents shares of common stock withheld upon the vesting of restricted stock units for the payment of the related tax liability.
- (5) The stock options vest in three equal installments on February 10, 2011, February 10, 2012 and February 10, 2013.

Each performance-based restricted stock right represents a contingent right to receive one share of Ryder common stock based on the

- (6) Company achieving a financial performance goal for the three-year performance period ending December 31, 2012. Performance-based restricted stock rights 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.

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