RYDER SYSTEM INC

Form 4

February 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

TEGNELIA ANTHONY G

may continue.

		RYI	DER SYST	EM INC	[R]		(Cł	neck all applic	cable)
(Last) 11690 N.V	(First) V. 105 STREET	(Mor	te of Earliest th/Day/Year) 0/2010		on		Director X Officer (g below)		10% Owner Other (specify
MIAMI, F	(Street) L 33178		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Гable I - Nor	ı-Derivati	ve Sec	curities Acc	quired, Disposed	of, or Benef	icially Owned
1.Title of Security (Instr. 3) Common Stock Common	2. Transaction Date (Month/Day/Year) 02/10/2010 02/10/2010	2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 8)	4. Securion(A) or D (Instr. 3, Amount 5,335 (1) (2) 3,000	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 34,199	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock	02/10/2010		А	(3)	А		31,199	D	
Common Stock	02/10/2010		F(4)	1,481	D	\$ 32.985	35,718	D	
Common Stock							2,453	I	By Ryder Employee Savings Plan
Common Stock							255	I	By Ryder Deferred

Compensation Plan

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 32.985	02/10/2010		A	35,285		(5)	02/10/2017	Comm Stocl
Performance-Based Restricted Stock Rights	\$ 0 (6)	02/10/2009		A	7,430		<u>(6)</u>	<u>(6)</u>	Comm Stocl
Performance-Based Restricted Stock Rights	\$ 0	02/10/2010		M		5,335 (2)	(2)	(2)	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
TEGNELIA ANTHONY G								
11690 N.W. 105 STREET			President - Global FMS					

MIAMI, FL 33178 Signatures

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

> **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. 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.