

RYDER SYSTEM INC

Form 4

February 11, 2009

**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  
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response... 0.5

(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)

02/06/2009

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 02/06/2009                              |                                                             | A                                       | Amount<br>(1) (2)<br>5,900                                                 | A \$ 0 28,864                                                                                                      | D                                                                          |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 1,643                                                                                                              | I                                                                          | By Ryder<br>Employee<br>Savings Plan                           |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 246                                                                                                                | I                                                                          | By Ryder<br>Deferred<br>Compensation<br>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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title a Underlying<br>(Instr. 3) |                 |            |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|-------------------------------------|-----------------|------------|
|                                               |                                                        |                                         |                                                       | Code                              | V                                                                                          | (A)                                                         | (D) | Date Exercisable                    | Expiration Date | Title      |
| Stock Option (right to buy)                   | \$ 32.71                                               | 02/06/2009                              |                                                       | A                                 |                                                                                            | 35,550                                                      |     | <u>(3)</u>                          | 02/06/2016      | Comm Stock |
| Performance-Based Restricted Stock Rights     | \$ 0 <u>(4)</u>                                        | 02/06/2009                              |                                                       | A                                 |                                                                                            | 7,810                                                       |     | <u>(4)</u>                          | <u>(4)</u>      | Comm Stock |
| Performance-Based Restricted Stock Rights     | \$ 0                                                   | 02/06/2009                              |                                                       | M                                 |                                                                                            | 5,900                                                       |     | <u>(2)</u>                          | <u>(2)</u>      | Comm Stock |

## Reporting Owners

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

## Signatures

/s/ Flora R. Perez, by power of attorney 02/10/2009

\_\_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 acquired by the reporting person through the vesting of performance-based restricted stock rights granted on February 13, 2006.

(2) These performance-based restricted stock rights vested upon approval of the Board of Directors on February 6, 2009 based on the Company achieving a financial performance goal for the three-year period ending December 31, 2008.

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- (3) The stock options vest in three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.

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

- (4) Company achieving a financial performance goal for the three-year performance period ending December 31, 2011. 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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