

RYDER SYSTEM INC
Form 4
February 11, 2009

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 *
RENEHAN THOMAS S

(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
 Officer (give title below) _____ Other (specify below)

EVP- FMS Sales & Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/06/2009 | | M | 3,900 (1) (2) A \$ 0 | 19,517 (3) | D | |
| Common Stock | 02/06/2009 | | F(4) | 1,182 D \$ 32.71 | 18,335 | D | |
| Common Stock | | | | | 6,587 | I | By Ryder Employee Savings Plan |

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

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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 of Underlying Security (Instr. 3) | |
|---|--|---|---|-----------------------------------|--|---|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (right to buy) | \$ 32.71 | 02/06/2009 | | A | 15,830 | <u>(5)</u> | 02/06/2016 | Common Stock |
| Performance-Based Restricted Stock Rights | \$ 0 <u>(6)</u> | 02/06/2009 | | A | 3,480 | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Performance-Based Restricted Stock Rights | \$ 0 | 02/06/2009 | | M | 3,900 | <u>(2)</u> | <u>(2)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RENEHAN THOMAS S 11690 N.W. 105 STREET MIAMI, FL 33178 | | | EVP- FMS Sales & Marketing | |

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.
- (3) Includes 4 shares of common stock acquired by the reporting person under the Company's dividend reinvestment plan since the date of the reporting person's last Section 16 filing.

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- (4) Represents shares of common stock withheld upon the vesting of the performance-based restricted stock rights issued on February 13, 2006 for the payment of the related tax liability.
- (5) 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

- (6) 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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