

RITCHIE BROS AUCTIONEERS INC
 Form 4
 February 25, 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 *
 Werner Karl William

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)
 02/23/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Ch. Op. & Supp. 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

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| 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. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Share Units (?PSUs?) - 2013 | (1) | 02/23/2016(2) | | A | | (3) | (3) | Common Shaers | 1,052 |
| Dividend Equivalent Rights (2013 PSUs) | (4) | 02/23/2016 | | A | | (4) | (4) | Common Shares | 70 |
| Performance Share Units (?PSUs?) - 2014 | (1) | 02/23/2016(2) | | A | | (5) | (5) | Common Shares | 871 |
| Dividend Equivalent Rights (2014] PSUs) | (6) | 02/23/2016 | | A | | (6) | (6) | Common Shares | 35 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Werner Karl William C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, A1 V5J 0C6 | | | Ch. Op. & Supp. Dev. Officer | |
| Maria Teresa Punsalan attorney-in-fact for Karl William Werner | | | 02/25/2016 | |
| **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) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- (2) The RBA Compensation Committee determined that the PSUs, previously granted to the reporting person, are eligible for vesting because certain performance criteria were satisfied..

The PSUs vest on 3/4/2016. The cash value of the common shares underlying vested PSUs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.

- (3) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The dividend equivalent rights accrued in respect of the 2013 PSUs, and become exercisable proportionately with the PSUs to which they relate.
- (4) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The dividend equivalent rights accrued in respect of the 2013 PSUs, and become exercisable proportionately with the PSUs to which they relate.

The PSUs vest on 3/10/2017. The cash value of the common shares underlying vested PSUs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.

- (5) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The dividend equivalent rights accrued in respect of the 2014 PSUs, and become exercisable proportionately with the PSUs to which they relate.
- (6) Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The dividend equivalent rights accrued in respect of the 2014 PSUs, and become exercisable proportionately with the PSUs to which they relate.

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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