RPM INTERNATIONAL INC/DE/

Form 4

October 20, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RICE RONALD A			2. Issuer Name and Ticker or Trading Symbol RPM INTERNATIONAL INC/DE/	5. Relationship of Reporting Person(s) to Issuer			
			[RPM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
2628 PEARL ROAD, P.O. BOX 777			10/16/2009	below) below) President and COO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MEDINA,	ОН 44258		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
1,122 11 (1 1,				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction D	ate 2A. Deen	ned 3. 4. Securities Acquired	(A) 5. Amount of 6. 7. Natur			

(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)		ities Acquired (A) 5. Amoun Securities, 4 and 5) Securities Beneficial Owned Following Reported Transactic (Instr. 3 and 5) Price		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount		Price	(Instr. 3 and 4)		
Stock, \$0.01 par value	10/16/2009		M	18,200	A	\$ 9.26	233,790	D	
Common Stock, \$0.01 par value	10/16/2009		S	5,900	D	\$ 19.38	227,890	D	
Common Stock, \$0.01 par value	10/16/2009		S	15,000	D	\$ 19.415 (1)	212,890 (2)	D	

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Common Stock,

\$0.01 par value

 $3,964 \frac{(3)}{}$

I

By 401(k) 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. Transacti Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Stock Option (Right to Buy)	\$ 9.26	10/16/2009		M		18,200	<u>(4)</u>	02/01/2011	Common Stock	18,20
Stock Appreciation Rights	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	270,0

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

RICE RONALD A 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258

President and COO

Signatures

/s/ Ronald A. Rice, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission

10/20/2009

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
 - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$19.39 \$19.44.
- (1) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - Includes an aggregate of 14,786 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 44,183 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 40,000 shares of
- (2) Common Stock, issued as Performance Contingent Retricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 65,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity Incentive Plan.
- (3) Approximate number of shares held as of July 20, 2009 in the account of reporting person by Wachovia Bank, N.A., as Trustee of the RPM International Inc. 401(k) Trust and Plan, as amended.
- (4) The option vested equally on February 1, 2003, 2004 and 2005.
 - Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under
- (5) Rule 16b-3. These options vest and become exercisable in 25% increments over four years commencing one year after the date of grant. These options were granted between 2002 and 2004 and expire 10 years from the date of grant.
- (6) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
 - Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt
- (7) transaction under Rule 16b-3. These Stock Appreciation Rights vest in four equal annual installments commencing one year after the date of grant. These Stock Appreciation Rights were granted between 2005 and 2009 and expire 10 years from the date of grant.

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.