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MATEJKA ROBERT L Form 3 May 10, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement RPM INTERNATIONAL INC/DE/ [RPM] MATEJKA ROBERT L (Month/Day/Year) 04/30/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2628 PEARL ROAD, P.O. (Check all applicable) **BOX 777** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Senior VP and CFO Person MEDINA, OHÂ 44258 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock, \$0.01 par value 4,000 Common Stock, \$0.01 par value 10,000 I By Spouse Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(1)	10/12/2010	Common Stock	10,000	\$ 8.81	D	Â
Stock Option (Right to Buy)	(2)	02/01/2011	Common Stock	10,000	\$ 9.26	D	Â
Stock Option (Right to Buy)	(3)	10/03/2011	Common Stock	10,000	\$ 10.26	D	Â
Stock Option (Right to Buy)	(4)	10/11/2012	Common Stock	40,000	\$ 14.08	D	Â
Stock Option (Right to Buy)	(5)	10/11/2013	Common Stock	40,000	\$ 14.1	D	Â
Stock Option (Right to Buy)	(6)	10/29/2014	Common Stock	25,000	\$ 17.63	D	Â
Stock Appreciation Rights	(7)	10/05/2015	Common Stock	25,000	\$ 17.65	D	Â
Stock Appreciation Rights	(8)	10/05/2016	Common Stock	25,000	\$ 18.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Kelationships				
• 0	Director	10% Owner	Officer	Other	
MATEJKA ROBERT L					
2628 PEARL ROAD	â	â	Senior VP and CFO	Â	
P.O. BOX 777	A	А	A Semor VP and CFO	А	
MEDINA, OH 44258					

Signatures

/s/ Gregory S. Harvey as attorney-in-fact for Robert L. Matejka 05/10/2010 under Power of Attorney

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option vested in four equal installments on October 12, 2001, 2002, 2003 and 2004.
- (2) The option vested in four equal installments on February 1, 2002, 2003, 2004 and 2005.
- (3) The option vested in four equal installments on October 3, 2002, 2003, 2004 and 2005.
- (4) The option vested in four equal installments on October 11, 2003, 2004, 2005 and 2006.

Reporting Owners 2

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- (5) The option vested in four equal installments on October 11, 2004, 2005, 2006 and 2007.
- (6) The option vested in four equal installments on October 29, 2005, 2006, 2007 and 2008.
- (7) The Stock Appreciation Rights vest in four equal installments, beginning on October 5, 2006.
- (8) The Stock Appreciation Rights vest in four equal installments, beginning on October 5, 2007.

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.