



Edgar Filing: SULLIVAN FRANK C - Form 4

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)
Common Stock, \$0.01 par value					3,000	I	Grandchildren's Trust dated May 8, 2006 As custodian for son
Common Stock, \$0.01 par value					3,000	I	As custodian for son
Common Stock, \$0.01 par value					3,000	I	As custodian for son
Common Stock, \$0.01 par value					900	I	As custodian for son
Common Stock, \$0.01 par value					3,781 <sup>(2)</sup>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.**

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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Stock Option (Right to Buy)	<sup>(3)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Common Stock      325,000

Phantom Stock	<u>(5)</u>	09/30/2010	M	4,171	09/30/2010	09/30/2010	Common Stock	4,171
Stock Appreciation Rights	<u>(3)</u>				<u>(6)</u>	<u>(6)</u>	Common Stock	950,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN FRANK C 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	X		Chairman and CEO	

## Signatures

/s/ Frank C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission 10/04/2010

\_\_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) Includes an aggregate of 53,661 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 108,695 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, and 220,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
  - (2) Approximate number of shares held as of July 19, 2010 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.
  - (3) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
  - (4) Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended in an exempt transaction under 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.
  - (5) 1-for-1
  - (6) Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt transaction under Rule 16b-3. These Stock Appreciation Rights vest in four equal 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.