

RTI INTERNATIONAL METALS INC
 Form 4
 February 08, 2005

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 *
 ODLE JOHN H

2. Issuer Name and Ticker or Trading Symbol
 RTI INTERNATIONAL METALS INC [RTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 WARREN AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

NILES, OH 44446

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2005		M		10,200	A	\$ 15.7813
Common Stock	02/04/2005		S		1,000	D	\$ 24.25
Common Stock	02/04/2005		S		1,000	D	\$ 24.4
Common Stock	02/04/2005		S		700	D	\$ 24.15
Common Stock	02/04/2005		S		500	D	\$ 24.34

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Common Stock	02/04/2005	S	500	D	\$ 24.23	123,689	D	
Common Stock	02/04/2005	S	500	D	\$ 24.2	123,189	D	
Common Stock	02/04/2005	S	500	D	\$ 24.06	122,689	D	
Common Stock	02/04/2005	S	500	D	\$ 24.1	122,189	D	
Common Stock	02/04/2005	S	500	D	\$ 24.1	121,689	D	
Common Stock	02/04/2005	S	500	D	\$ 24.3	121,189	D	
Common Stock	02/04/2005	S	500	D	\$ 24.17	120,689	D	
Common Stock	02/04/2005	S	500	D	\$ 24.1	120,189	D	
Common Stock	02/04/2005	S	500	D	\$ 24.05	119,689	D	
Common Stock	02/04/2005	S	500	D	\$ 24.18	119,189	D	
Common Stock	02/04/2005	S	1,000	D	\$ 24.2	118,189	D	
Common Stock	02/04/2005	S	1,000	D	\$ 24.21	117,189	D	
Common Stock						92	I	401(k) 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 and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee								
Stock	\$ 15.7813	02/04/2005		M	10,200	<u>(1)</u>	01/25/2011	Common Stock
Options								10,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODLE JOHN H 1000 WARREN AVENUE NILES, OH 44446	X		Executive Vice President	

Signatures

John H. Odle by Dawne S. Hickton,
Attorney-in-Fact

02/08/2005

__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) Options vested in three equal installments on January 26, 2002, 2003 and 2004.

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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