

RTI INTERNATIONAL METALS INC
 Form 4
 July 27, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 McCarley James L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Operations

C/O RTI INTERNATIONAL METALS, INC., 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500

(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

PITTSBURGH, PA 15108

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/23/2015 | | A | (A) or (D) V Amount Price 30,337 (1) A \$ 0 | 75,990 (2) | D | |
| Common Stock | 07/23/2015 | | F | 6,158 D \$ 28.48 | 69,832 | D | |
| Common Stock | 07/23/2015 | | D | 8,812 D (3) | 61,020 | D | |
| Common Stock | 07/23/2015 | | D | 21,525 D (4) | 39,495 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|-----|--------|---|-------------|
| Common Stock | 07/23/2015 | D | 9,534 | D | (5) | 29,961 | D | |
| Common Stock | 07/23/2015 | D | 29,961 | D | (6) | 0 | D | |
| Common Stock | 07/23/2015 | D | <u>5,889</u> (7) | D | (8) | 0 | I | 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.

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(9-02)

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 25.87 | 07/23/2015 | | D | 10,000 | (9) | 05/17/2020 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 28.47 | 07/23/2015 | | D | 6,027 | (9) | 01/28/2021 | Common Stock | 6,027 |
| Employee Stock Option (Right to Buy) | \$ 24.62 | 07/23/2015 | | D | 5,844 | (9) | 01/27/2022 | Common Stock | 5,844 |
| Employee Stock Option (Right to Buy) | \$ 29.13 | 07/23/2015 | | D | 6,010 | (11) | 01/25/2023 | Common Stock | 6,010 |

| | | | | | | | | |
|--|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 31.19 | 07/23/2015 | D | 8,032 | <u>(12)</u> | 01/31/2024 | Common Stock | 8,032 |
| Employee Stock Option (Right to Buy) | \$ 22.21 | 07/23/2015 | D | 14,872 | <u>(13)</u> | 01/30/2025 | Common Stock | 14,872 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCarley James L C/O RTI INTERNATIONAL METALS, INC., 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500 PITTSBURGH, PA 15108 | | | EVP - Operations | |

Signatures

/s/ Chad Whalen, as
Attorney-in-Fact

07/27/2015

**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) Deemed earned under 2013, 2014 and 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").
 - (2) Includes 365 shares acquired by the reporting person pursuant to the Issuer's Employee Stock Purchase Plan since the last reportable transaction.
 - (3) Shares of Issuer common stock deemed earned under 2013 performance share awards and disposed of pursuant to the Merger Agreement in exchange for the right to receive (i) 2,8315 shares of common stock of Alcoa, Inc. (market value \$9.96 per share) and (ii) any applicable cash in lieu of fractional shares (together, the "Merger Consideration").
 - (4) Shares underlying 2014 and 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 60,948 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
 - (5) Restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 26,995 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
 - (6) Includes (a) 25,524 shares of Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration and (b) 4,437 shares acquired pursuant to the Issuer's Employee Stock Purchase Plan and disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.
 - (7) Represents the number of units ("Units") reported to the Issuer and to the reporting person reflecting the reporting person's interest in a unitized Issuer common stock fund (the "RTI Stock Fund") available to participants of the RTI International Metals, Inc. Employee Savings and Investment Plan (the "401(k) Plan"). These Units represented 2,097.559 shares of Issuer common stock as of the reporting date.
 - (8) 2,097.559 shares of Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.

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(9) This option is fully vested.

Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying the option (rounded down to the nearest whole number of shares) multiplied by 2.8315 at an exercise price equal to the exercise price (rounded up to the nearest whole cent) divided by 2.8315.

(11) This option originally provided for vesting in three equal installments beginning on January 24, 2014.

(12) This option originally provided for vesting in three equal installments beginning on January 31, 2015.

(13) This option originally provided for vesting in three equal installments beginning on January 30, 2016.

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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