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RPM INTERNATIONAL INC/DE/

Form 3

October 09, 2007

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] Moore Edward W. (Month/Day/Year) 10/04/2007 (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 VP, Gen. Counsel & Secretary 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 9,000 (1) Common Stock, \$0.01 par value 4,500 (2) D Common Stock, \$0.01 par value $5,216 \frac{(3)}{2}$ I By 401(k) Plan 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 currently valid OMB control number.

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

1. Title of Derivative Security
2. Date Exercisable and Securities Underlying Conversion Ownership
Expiration Date (Month/Day/Year)

Securities Underlying Conversion Ownership

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	Date Exercisable	Expiration Date	Derivative Se (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Appreciation Rights (4)	(5)	10/04/2017	Common Stock	20,000	\$ 22.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Moore Edward W. 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	Â	Â	VP, Gen. Counsel & Secretary	Â	

Signatures

/s/ Gregory S. Harvey as attorney-in-fact for Edward W. Moore under Power of Attorney

10/09/2007

**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) Represents 9,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (2) Represents 4,500 shares of Common Stock, issued as Performance Earned Restricted Stock, granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (3) Approximate number of shares held as of October 4, 2007 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) Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt transaction under Rule 16b-3.
- (5) The Stock Appreciation Rights vest in four equal installments, beginning on October 4, 2008.

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.

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