

MILLER DONALD K  
 Form 4  
 November 03, 2009

**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 \*  
 MILLER DONALD K

2. Issuer Name and Ticker or Trading Symbol  
 RPM INTERNATIONAL INC/DE/[RPM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O RPM INTERNATIONAL INC., 2628 PEARL ROAD, P.O. BOX 777

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2009

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

(Street)  
 MEDINA, OH 44258

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, \$0.01 par value  | 10/30/2009                           |  | F(1)                           |   | 675   | D  | \$ 17.62  |
| Common Stock, \$0.01 par value  |                                      |  |                                |   | 5,000   | I  |   |
| Common Stock,                   |                                      |  |                                |   | 25,000  | I  |   |

By Donald K. Miller GST Family Trust  
 By Miller Family

\$0.01 par value

Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MILLER DONALD K<br>C/O RPM INTERNATIONAL INC.<br>2628 PEARL ROAD, P.O. BOX 777<br>MEDINA, OH 44258 |               | X         |         |       |

## Signatures

/s/ Donald K. Miller, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 17, 2007 on file with the Commission

11/03/2009

\_\_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) On October 30, 2009, 2,700 shares of Common Stock issued to the reporting person pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 675 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
- (2) Includes 7,900 shares of Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.

## Edgar Filing: MILLER DONALD K - Form 4

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