### Edgar Filing: SULLIVAN THOMAS C - Form 4

SULLIVAN Form 4	THOMAS C												
October 24,	2012												
FORM	14 UNITED	STATES	SECU	DITIE	<b>c</b> /	AND FY	СНА	NCFO	OMMISSION		PROVAL		
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check th if no lon subject t Section Form 4 o Form 5 obligatio	ger o 16. or Filed put	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									January 31, 2005 verage s per 0.5		
may con <i>See</i> Instr 1(b).	ruction	30(h)	of the I	nvestm	ent	t Compar	ny Ao	ct of 194	0				
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> SULLIVAN THOMAS C			Symbol Is						5. Relationship of Reporting Person(s) to ssuer				
			RPM II [RPM]	NTERI	NA	TIONAI	L INC	C/DE/	(Check all applicable)				
(Last) 2628 PEAF	(First) ( RL ROAD, P.O. E	Middle) BOX 777	3. Date of (Month/I) 10/23/2	Day/Yea		ransaction			X Director Officer (give to below)		Owner r (specify		
	(Street)		4. If Am Filed(Mo			ate Origina r)	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo	ne Reporting Per	son		
MEDINA,									Person		. C		
(City)	(State)	(Zip)	Tab	ole I - No	on-l	Derivative	Secu	rities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8) (A)					Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock, \$0.01 par value	10/23/2012			S		35,000	D	\$ 26.414 (1)	8 62,238 <u>(2)</u>	D			
Common Stock, \$0.01 par value									74,619	I	By GRAT		
Common Stock, \$0.01 par value									17,363	Ι	By spouse		

**Reporting Owners** 

<b>Reporting Owner Name / Address</b>		Relationsh		
r U	Director	10% Owner	Officer	Other
SULLIVAN THOMAS C 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	Х			

## Signatures

/s/ Thomas C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 29, 2007 on file with the Commission

\*\*Signature of Reporting Person

## **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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$26.41 - \$26.52.

(1) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(2) Includes 13,650 shares of Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.

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.

#### **Reporting Owners**

Persons who respond to the collection

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.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable I	Date		of		
				Code V	(A) (D)				Shares		
				Coue v	$(\mathbf{A})$ $(\mathbf{D})$				Shares		

//24/20

Date

2

10/24/2012