

RPM INTERNATIONAL INC/DE/
Form 4
October 22, 2014

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 *
Moore Edward W.

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)
2628 PEARL ROAD, P.O. BOX 777

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2014

____ Director
 Officer (give title below) _____ Other (specify below)
VP, GC & Chief Compliance Off.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	10/20/2014		M		5,000	A	\$ 20.73
Common Stock, \$0.01 par value	10/20/2014		M		5,000	A	\$ 22.16
Common Stock, \$0.01 par value	10/20/2014		M		5,000	A	\$ 25.87

Common Stock, \$0.01 par value	10/20/2014	M	7,500	A	\$ 33.8	101,536	D	
Common Stock, \$0.01 par value	10/20/2014	D	13,880	D	\$ 43.04	87,656	D	
Common Stock, \$0.01 par value	10/20/2014	F	3,917	D	\$ 43.04	83,739	D	
Common Stock, \$0.01 par value	10/20/2014	S	8,762	D	\$ 43.61 <u>(1)</u>	74,977 ⁽²⁾	D	
Common Stock, \$0.01 par value						8,940 ⁽³⁾	I	By 401(k) Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 20.73	10/20/2014		M	5,000	10/07/2014	10/07/2020	Common Stock	5,000
Stock Appreciation	\$ 22.16	10/20/2014		M	5,000	07/18/2014	07/18/2021	Common Stock	5,000

Rights

Stock

Appreciation Rights	\$ 25.87	10/20/2014	M	5,000	07/16/2014	07/16/2022	Common Stock	5,000
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Stock

Appreciation Rights	\$ 33.8	10/20/2014	M	7,500	07/18/2014	07/18/2023	Common Stock	7,500
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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

VP, GC & Chief Compliance Off.

Signatures

/s/ Edward W. Moore, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated September 26, 2013 on file with the Commission

10/22/2014

__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) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$43.55 - 43.68. 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 an aggregate of 8,487 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 38,500 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 15,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.

(3) Approximate number of shares held as of October 20, 2014 in the account of the 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. These Stock Appreciation Rights vest in four equal annual installments commencing one year after the date of grant. These Stock Appreciation Rights were granted between 2011 and 2014 and expire 10 years from the date of grant.

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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