

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

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ratajczak Matthew T

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)
07/18/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP-Global Tax and Treasurer

MEDINA, OH 44258

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$0.01 par value	07/18/2014		F ⁽¹⁾	1,536 D \$ 44.79	36,011	D	
Common Stock, \$0.01 par value	07/21/2014		A ⁽²⁾	1,433 A \$ 0	37,444	D	
Common Stock, \$0.01 par value	07/21/2014		A ⁽³⁾	5,400 A \$ 0	42,844 ⁽⁴⁾	D	

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ratajczak Matthew T
2628 PEARL ROAD
P.O. BOX 777
MEDINA, OH 44258

VP-Global Tax and Treasurer

Signatures

/s/ Matthew T. Ratajczak, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated April 4, 2012 on file with the Commission

07/22/2014

__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).

- On July 18, 2014, 5,000 shares of Common Stock issued to the reporting person as Performance Earned Restricted Stock pursuant to the
- (1) RPM International Inc. 2004 Omnibus Equity and Incentive Plan (the "Plan") vested. In accordance with the Plan, the reporting person disposed of 1,536 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
 - (2) The reporting person was granted 1,433 shares of Common Stock, issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan.
 - (3) The reporting person was granted 5,400 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.

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- (4) Includes and aggregate of 632 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 15,348 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, and 17,400 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.

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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