

KARMAN JAMES A
 Form 5
 July 14, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 KARMAN JAMES A

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 05/31/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O RPM INTERNATIONAL INC., 2628 PEARL ROAD, P.O. BOX 777

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MEDINA, OH 44258

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	28,969 (1)	D	Â
Common Stock,	Â	Â	Â	Â	Â	Â	33,078	I	By GRAT

Edgar Filing: KARMAN JAMES A - Form 5

\$0.01 par value										
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	13,922	I		By Spouse
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	33,078	I		By Spouse's GRAT (2)
Common Stock, \$0.01 par value	12/31/2010	Â	S4	58,372	D	\$ 20.56	0	I		By family owned corporation

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.

SEC 2270 (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. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARMAN JAMES A C/O RPM INTERNATIONAL INC. 2628 PEARL ROAD, P.O. BOX 777 MEDINA, OH 44258	Â	X	Â	Â

Signatures

/s/James A. Karman, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 15, 2007 on file with the Commission

07/14/2011

__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) Includes 9,500 shares of Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.
- (2) Grantor Retained Annuity Trust created by the reporting person's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.