

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 \*  
SMILEY KEITH R

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-Finance & Controller

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	(D)	Price
Common Stock, \$0.01 par value	10/20/2014		M		8,000	A	\$ 17.63
Common Stock, \$0.01 par value	10/20/2014		S		6,000	D	\$ 42.7442
							(1)
Common Stock, \$0.01 par value					3,765	(3)	I
							By 401(k) Plan



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information regarding the number of shares sold at each separate price.

- Includes an aggregate of 7,701 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 23,132 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, and 22,200 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (2)
  - (3) Approximate number of shares held as of October 20, 2014 in the account of reporting person by Wachovia Bank, N.A., as Trustee of the RPM International Inc. 401(k) Trust and Plan, as amended.
  - (4) The option vested in four equal installments on October 29, 2005, 2006, 2007 and 2008.
  - (5) No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 4.
  - (6) 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 installments commencing one year after the date of grant. These Stock Appreciation Rights were granted in 2005 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.

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.