

RPM INTERNATIONAL INC/DE/
Form 4
November 10, 2015

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 *
SULLIVAN FRANK C

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)
11/09/2015

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

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	(A) or (D)	Price
Common Stock, \$0.01 par value	11/09/2015		M		300,000	A	\$ 22.88
Common Stock, \$0.01 par value	11/09/2015		D		150,362	D	\$ 45.65
Common Stock, \$0.01 par value	11/09/2015		F		70,255	D	\$ 45.65

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Common Stock, \$0.01 par value	11/10/2015	S	56,383	D	\$ 45.3095 <u>(1)</u>	1,016,372 <u>(2)</u>	D	
Common Stock, \$0.01 par value						15,000	I	By LLC
Common Stock, \$0.01 par value						11,705	I	By Thomas C. and Sandra S. Sullivan Irrevocable Grandchildren's Trust dated May 8, 2006
Common Stock, \$0.01 par value						9,630	I	By Thomas C. Sullivan Irrevocable Trust FBO Frank C. Sullivan 10/26/12
Common Stock, \$0.01 par value						3,000	I	As custodian for son
Common Stock, \$0.01 par value						3,000	I	As custodian for son
Common Stock, \$0.01 par value						3,000	I	As custodian for son
Common Stock						4,258 ⁽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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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 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 Security (Instr. 3 and 4)	Amount of Underlying Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Stock Appreciation Rights	\$ 22.88	11/09/2015		M	300,000	(4) 10/04/2017	Common Stock	300,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN FRANK C 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	X		Chairman and CEO	

Signatures

/s/ Frank C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated September 26, 2013 on file with the Commission 11/10/2015
__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).
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$45.15 - \$45.49.
- (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.
Includes an aggregate of 53,661 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 167,529 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 189,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans, and 80,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.
 - (3) Approximate number of shares held as of November 9, 2015 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) The Stock Appreciation Rights vested on October 4, 2008, 2009, 2010 and 2011.
Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt
 - (5) transactions 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 between 2008 and 2015 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.