

RICE RONALD A
Form 4
January 14, 2013

FORM 4

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

OMB APPROVAL

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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 *
RICE RONALD A

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)
01/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

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)	(A) or (D)	5. Amount or Price	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	01/10/2013		M	30,000	A	\$ 17.63	365,688	D	
Common Stock, \$0.01 par value	01/10/2013		M	30,000	A	\$ 17.65	395,688	D	
Common Stock, \$0.01 par value	01/10/2013		M	30,000	A	\$ 18.8	425,688	D	

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Common Stock, \$0.01 par value	01/10/2013	M	17,500	A	\$ 14.05	443,188	D	
Common Stock, \$0.01 par value	01/10/2013	M	50,000	A	\$ 18.96	493,188	D	
Common Stock, \$0.01 par value	01/10/2013	D	92,548	D	\$ 30.86	400,640	D	
Common Stock, \$0.01 par value	01/10/2013	S	63,000	D	\$ 30.46 <u>(1)</u>	337,670 <u>(2)</u>	D	
Common Stock, \$0.01 par value						4,389 <u>(3)</u>	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)

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 or Number of Shares
Stock Option (Right to Buy)	\$ 17.63	01/10/2013		M	30,000	<u>(4)</u> 10/29/2014	Common Stock	30,000
Stock Appreciation Rights	\$ 17.65	01/10/2013		M	30,000	<u>(5)</u> 10/05/2015	Common Stock	30,000

Stock Appreciation Rights	\$ 18.8	01/10/2013	M	30,000	(6)	10/05/2016	Common Stock	30,000
Stock Appreciation Rights	\$ 14.05	01/10/2013	M	17,500	10/10/2012	10/10/2018	Common Stock	17,500
Stock Appreciation Rights	\$ 18.96	01/10/2013	M	50,000	(7)	10/08/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICE RONALD A 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258			President and COO	

Signatures

/s/ Ronald A. Rice, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission 01/14/2013

__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 \$30.40 - \$30.61.
- (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 14,786 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 77,480 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 120,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity Incentive Plan, and 120,000 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 January 10, 2013 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) The Stock Appreciation Rights vested on October 5, 2006, 2007, 2008 and 2009.
 - (6) The Stock Appreciation Rights vested on October 5, 2007, 2008, 2009 and 2010.
 - (7) The Stock Appreciation Rights vested on October 8, 2010 and 2011.
- Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt
- (8) 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 2007 and 2012 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.