

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**  
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### REPORTING OWNER

#### RICE RONALD A

CIK: **1224027**

Type: **4** | Act: **34** | File No.: **001-14187** | Film No.: **13528043**

### ISSUER

#### RPM INTERNATIONAL INC/DE/

CIK: **110621** | IRS No.: **020642224** | State of Incorporation: **DE** | Fiscal Year End: **0531**  
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address  
2628 PEARL RD  
P O BOX 777  
MEDINA OH 44258

Business Address  
2628 PEARL RD  
P O BOX 777  
MEDINA OH 44258  
3302735090

# FORM 4

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

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>RICE RONALD A</b>  (Last) (First) (Middle)  2628 PEARL ROAD, P.O. BOX 777  (Street)  MEDINA, OH 44258  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>RPM INTERNATIONAL INC/DE/ [RPM]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>President and COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>	
	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 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	01/10/2013		<u>M</u>		30,000	A	\$17.63	365,688	D	
Common Stock, \$0.01 par value	01/10/2013		<u>M</u>		30,000	A	\$17.65	395,688	D	
Common Stock, \$0.01 par value	01/10/2013		<u>M</u>		30,000	A	\$18.8	425,688	D	
Common Stock, \$0.01 par value	01/10/2013		<u>M</u>		17,500	A	\$14.05	443,188	D	
Common Stock, \$0.01 par value	01/10/2013		<u>M</u>		50,000	A	\$18.96	493,188	D	
Common Stock, \$0.01 par value	01/10/2013		<u>D</u>		92,548	D	\$30.86	400,640	D	
Common Stock, \$0.01 par value	01/10/2013		<u>S</u>		63,000	D	\$30.46 <sup>(1)</sup>	337,670 <sup>(2)</sup>	D	
Common Stock, \$0.01 par value								4,389 <sup>(3)</sup>	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Stock Option	\$17.63	01/10/2013		<u>M</u>			30,000		<sup>(4)</sup>	10/29/2014	Common Stock	30,000	\$ 0	0	D	

(Right to Buy)															
Stock Appreciation Rights	\$17.65	01/10/2013		<u>M</u>		30,000	(5)	10/05/2015	Common Stock	30,000	\$ 0	487,500	D		
Stock Appreciation Rights	\$18.8	01/10/2013		<u>M</u>		30,000	(6)	10/05/2016	Common Stock	30,000	\$ 0	457,500	D		
Stock Appreciation Rights	\$14.05	01/10/2013		<u>M</u>		17,500	10/10/2012	10/10/2018	Common Stock	17,500	\$ 0	440,000	D		
Stock Appreciation Rights	\$18.96	01/10/2013		<u>M</u>		50,000	(7)	10/08/2019	Common Stock	50,000	\$ 0	390,000 <sup>(8)</sup>	D		

**Explanation of Responses:**

- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$30.40 - \$30.61. 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.
- 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.
- The option vested in four equal installments on October 29, 2005, 2006, 2007 and 2008.
- The Stock Appreciation Rights vested on October 5, 2006, 2007, 2008 and 2009.
- The Stock Appreciation Rights vested on October 5, 2007, 2008, 2009 and 2010.
- 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 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.

**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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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