

RICE RONALD A  
Form 4  
January 17, 2012

**FORM 4**

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

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

**OMB APPROVAL**

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(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)  
01/12/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 01/12/2012                              |                                                             | M                                    | 52,500 A                                                            | \$<br>14.05 395,001                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 01/12/2012                              |                                                             | D                                    | 30,697 D                                                            | \$<br>24.03 364,304                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 01/12/2012                              |                                                             | F <sup>(1)</sup>                     | 6,618 D                                                             | \$<br>24.03 357,686 <sup>(2)</sup>                                                                                 | D                                                                    |                                                                   |

# Edgar Filing: RICE RONALD A - Form 4

Common  
Stock,  
\$0.01 par  
value

4,286 <sup>(3)</sup> I

By 401(k)  
Plan

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 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
| Stock Option<br>(Right to<br>Buy)                   | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                              | <u>(5)</u> <u>(5)</u>                                          | Common<br>Stock                                                  | 37,09                               |
| Stock<br>Appreciation<br>Rights                     | \$ 14.05                                                              | 01/12/2012                              |                                                             | M                                       | 52,500                                                                                                       | <u>(6)</u> 10/10/2018                                          | Common<br>Stock                                                  | 52,50                               |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                   |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                      | Director      | 10% Owner | Officer           | Other |
| RICE RONALD A<br>2628 PEARL ROAD<br>P.O. BOX 777<br>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

01/17/2012

\_\_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) On January 12, 2012, 21,803 shares of Common Stock were issued to the reporting person in settlement of Stock Appreciation Rights. The reporting person disposed of 6,618 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.

Includes an aggregate of 14,786 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 66,643 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 85,000 shares of

- (2) 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 12, 2012 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) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under

- (5) Rule 16b-3. These options vest and become exercisable in 25% increments over four years commencing one year after the date of grant. These options were granted between 2003 and 2004 and expire 10 years from the date of grant.

- (6) The Stock Appreciation Rights vested on October 10, 2009, 2010 and 2011.

Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt

- (7) 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 2005 and 2011 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.

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