

MATEJKA ROBERT L  
 Form 4  
 February 01, 2012

**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 \*  
**MATEJKA ROBERT L**

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)  
**01/31/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP and CFO**

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, \$0.01 par value  | 01/31/2012                           |  | M                              | 102   | A \$ 25.03  | 34,102   | D                                 |
| Common Stock, \$0.01 par value  | 01/31/2012                           |  | D                              | 102   | D \$ 25.03  | 34,000 <sup>(1)</sup>                                    | D                                 |
| Common Stock, \$0.01 par value  |                                      |  |                                |   |   | 10,000   | I By Spouse                       |

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

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(9-02)

**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 Securities (Instr. 3 and 4) |              |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number of Shares |
| Phantom Stock                              | (2)  | 01/31/2012                           |  | M                              | 102   | 01/31/2012   | 01/31/2012  | Common Stock | 102                     |
| Stock Option (Right to Buy)                | (3)  |                                      |  |                                |   | (4)  | (4)   | Common Stock | 105,000                 |
| Stock Appreciation Rights                  | (3)  |                                      |  |                                |   | (5)  | (5)   | Common Stock | 50,000                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| MATEJKA ROBERT L<br>2628 PEARL ROAD<br>P.O. BOX 777<br>MEDINA, OH 44258 |               |           | Senior VP and CFO |       |

## Signatures

/s/ Robert L. Matejka, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated April 30, 2010 on file with the Commission

02/01/2012

\_\_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).

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- (1) Includes 30,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (2) 1-for-1
- (3) No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 4.  
Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended in an exempt transaction under Rule
- (4) 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 2002 and 2004 and expire 10 years from the date of grant.  
Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt
- (5) 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 2006 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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