

RPM INTERNATIONAL INC/DE/
Form 5
July 15, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
VIVIANO JOSEPH P

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
RPM INTERNATIONAL INC/DE/
[RPM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O RPM INTERNATIONAL INC., 2628 PEARL ROAD, P.O. BOX 777

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MEDINA, OH 44258

(City) (State) (Zip)

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (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	05/14/2014		G	3,000 D \$ 0	32,250 ⁽¹⁾	D	

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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	Â	Â	Â	Â	Â (A) Â (D)	Â (4) Â (4)	Common Stock	Amount or Number of Shares 15,430

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIVIANO JOSEPH P C/O RPM INTERNATIONAL INC. 2628 PEARL ROAD, P.O. BOX 777 MEDINA, OH 44258	Â X	Â	Â	Â

Signatures

/s/ Joseph P. Viviano, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 20, 2007 on file with the Commission

07/15/2014

**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) Included 9,650 shares of restricted Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.
- (2) 1-for-1
- (3) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
- (4) Upon cessation as a Director in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.
- (5) The phantom stock units represent the stock equivalent value of the reporting person's directors fees and dividends accrued thereon, and such units are held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended. The total amount of phantom stock units includes additional accrued dividends in the amount of 176 stock equivalents since the date of the reporting person's last Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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