

Gordon Russell L
Form 4
October 10, 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 *
Gordon Russell 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)
10/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
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 | 10/08/2012 | | F(1) | 300 | \$ 26.68 | D | |
| | | | | | 56,911 (2) | D | |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | (3) | | | | | (4) 10/29/2014 | Common Stock | 5,000 |
| Stock Appreciation Rights | (3) | | | | | (5) (5) | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Russell L 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258 | | | VP and CFO | |

Signatures

/s/ Russell L. Gordon, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated April 4, 2012 on file with the Commission 10/10/2012

**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 October 8, 2012, 1,000 shares of Common Stock issued to the reporting person as Performance Earned Restricted Stock pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan (the "Plan") vested. In accordance with the Plan, the reporting person disposed of 300 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
- (2) Includes an aggregate of 12,772 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 22,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 15,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (3) No transaction is being reported on this line. Reported on a previously filed Form 3.

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- Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under
- (4) 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 on October 29, 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 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.

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