

RPM INTERNATIONAL INC/DE/
Form 4
October 09, 2007

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)
10/04/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President and Controller

MEDINA, OH 44258

(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	10/04/2007		A ⁽¹⁾	8,000 A \$ 0	67,137 ⁽²⁾	D	
Common Stock, \$0.01 par value					958 ⁽³⁾	I	By 401(k) Plan
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)	8. P. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	(4)					(5)	(5)	Common Stock	135,000
Phantom Stock	(4) (6)					(7)	(7)	Common Stock	426
Stock Appreciation Rights	(4)					(9)	(9)	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATEJKA ROBERT L 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258			Vice President and Controller	

Signatures

/s/ Robert L. Matejka, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 15, 2007 on file with the Commission

10/09/2007

**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) The reporting person was granted 8,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.

(2) Includes an aggregate of 8,702 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 3,815 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, and 27,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.

(3) Approximate number of shares held as of October 4, 2007 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.

(5) Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under 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 2000 and 2004 and expire 10 years from the date of grant.

(6) 1-for-1

(7) Upon cessation of employment in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.

(8) These phantom stock units represent the stock equivalent value of the restricted stock dividends held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended, and dividends accrued thereon.

(9) 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 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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