

PPG INDUSTRIES INC
Form 4
February 22, 2008

FORM 4

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

OMB APPROVAL

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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 *
Sullivan Kevin F

(Last) (First) (Middle)

PPG INDUSTRIES, INC., ONE
PPG PLACE

(Street)

PITTSBURGH,, PA 15272

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice Pres., Chemicals

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 or Price | | |
| Common Stock | 02/20/2008 | | A ⁽¹⁾ | | 846 A \$ 0 ⁽¹⁾ | 21,251 | D |
| Common Stock | 02/20/2008 | | A ⁽²⁾ | | 5,100 A \$ 0 ⁽²⁾ | 26,351 | D |
| Common Stock | 02/20/2008 | | F | | 1,509 D \$ 63.69 | 24,842 | D |
| Common Stock | | | | | | 7,588.0223 ⁽³⁾ | D |
| Common Stock | | | | | | 5,486.6071 ⁽⁴⁾ | I By 401(k) Plan |

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Employee Stock Option ⁽⁵⁾ | \$ 63.69 | 02/20/2008 | | A | 12,500 | 02/20/2011 | 02/19/2018 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Kevin F PPG INDUSTRIES, INC., ONE PPG PLACE PITTSBURGH, PA 15272 | | | Sr. Vice Pres., Chemicals | |

Signatures

Dirk R. Gardner, Attorney-in-Fact for Kevin F. Sullivan
02/22/2008

__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) Settlement of 2005 total shareholder return contingent shares award.
- (2) Settlement of 2005 restricted stock unit performance award.
- (3) Shares of PPG common stock held in the reporting person's account in the PPG Investor Services Program (a dividend reinvestment program) as of February 20, 2008.
- (4) Total amount of shares held for the reporting person in the reporting person's account in the PPG Industries Employee Savings Plan as of January 31, 2008.

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(5) Right to buy granted under the PPG Industries, Inc. Omnibus Incentive Plan.

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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