

RPM INTERNATIONAL INC/DE/

Form 4

August 04, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kastner Janeen B.

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)  
07/31/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP Corp. Benefits/Risk Mgmt.

MEDINA, OH 44258

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	07/31/2015		A <sup>(1)</sup>		16,000	A	\$ 0
Common Stock, \$0.01 par value					904 <sup>(3)</sup>	I	

By 401(k)  
Plan

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
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number.

**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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	(4)					(5)	(5)	Common Stock	65,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kastner Janeen B. 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	VP Corp. Benefits/Risk Mgmt.

## Signatures

/s/ Janeen B. Kastner, by Gregory J. Dziak, her attorney-in-fact pursuant to Power of Attorney dated October 9, 2014 on filed with the Commission 08/04/2015

\_\_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 16,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

(2) Includes an aggregate of 16,151 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 21,200 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans, and 16,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

(3) Approximate number of shares held as of July 31, 2015 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.

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- (4) No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 4.

Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt

- (5) transactions 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 between 2006 and 2015 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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