

PPG INDUSTRIES INC  
Form 4  
February 20, 2009

**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 \*  
**HOLT VICTORIA M**

(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)  
**02/18/2009**

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. VP, Glass & Fiber Glass**

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 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)	Code V Amount (D) Price		

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(1)</sup>	\$ 34.09	02/18/2009			A		14,000		02/18/2012	02/17/2019	Common Stock	14,000
Phantom Stock Units <sup>(2)</sup>	<sup>(3)</sup>	02/18/2009			A		1,067		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,067
Phantom Stock Units <sup>(6)</sup>	<sup>(3)</sup>	02/18/2009			A		5,250		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT VICTORIA M PPG INDUSTRIES, INC., ONE PPG PLACE PITTSBURGH, PA 15272			Sr. VP, Glass & Fiber Glass	

## Signatures

Dirk R. Gardner, Attorney-in-Fact for Victoria M. Holt 02/20/2009

         \*\*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) Right to buy granted under the PPG Industries, Inc. Omnibus Incentive Plan.
- (2) Upon the settlement of the 2006 total shareholder return contingent shares award, the reporting person deferred the receipt of 1,067 shares of common stock and received instead 1,067 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.
- (3) The security converts to common stock on a one-for-one basis.
- (4) After termination of employment with PPG.
- (5) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan.
- (6) Upon the settlement of the 2006 restricted stock unit performance award, the reporting person deferred the receipt of 5,250 shares of common stock and received instead 5,250 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.