

RTI INTERNATIONAL METALS INC  
 Form 4  
 February 03, 2015

**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 \*  
**HICKTON DAWNE S**

2. Issuer Name and Ticker or Trading Symbol  
**RTI INTERNATIONAL METALS INC [RTI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1000 WARREN AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/30/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Chair, President and CEO**

**NILES, OH 44446**  
 (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                    | 01/30/2015                           |  | A                              |   | 25,770<br>(1)   | A  | \$ 0 161,735 D                    |
| Common Stock                    | 01/30/2015                           |  | A                              |   | 8,002<br>(2)  | A  | \$ 0 169,737 D                    |
| Common Stock                    | 12/12/2014                           |  | G                              | V   | 3,775<br>(3)  | D  | \$ 0 165,962 D                    |
| Common Stock                    |                                      |  |                                |   |   |  | 600 (4) I By child (5)            |

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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Options                     | \$ 22.21   | 01/30/2015                           |  | A                              | 40,199  | <u>(6)</u> 01/30/2025                                    | Common Stock  | 40,199 |                            |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| HICKTON DAWNE S<br>1000 WARREN AVENUE<br>NILES, OH 44446 | X             |           | Vice Chair, President and CEO |       |

## Signatures

Dawne S. Hickton by Chad Whalen,  
Attorney-in-Fact

02/03/2015

\_\_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) Represents shares of common stock underlying a restricted stock unit award that vests ratably on January 29, 2016, January 30, 2017 and January 31, 2018.
- (2) Payout of Performance Share Awards for the three-year performance period ended 12/31/2014.
- (3) Gift of 3,775 shares to a charitable organization.
- (4) Represents holdings of reporting person's child sharing her household.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.
- (6) Employee stock options which shall vest in three ratable installments on January 30, 2016, 2017 and 2018.

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