RPM INTERNATIONAL INC/DE/

Form 4

August 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Slifstein Barry			2. Issuer Name and To Symbol	5. Relationship of Reporting Person(s) to Issuer			
		RPM INTERNATI [RPM]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Tran	saction	Directo		_ 10% Owner
2628 PEARL ROAD, P.O. BOX 777			(Month/Day/Year)	X Office below)	Other (specify		
			08/14/2015	below) below) VP Investor Relations			
,							
	(Street)		4. If Amendment, Date	Original	6. Individua	ıl or Joint/Grou	p Filing(Check
			Filed(Month/Day/Year)	Applicable Line)			
					X Form file	ed by One Repor	ting Person
MEDINA, OH 44258					ed by More than	One Reporting	
WILDH VII,	011 11230				Person		
(City)	(State)	(Zip)	Table I - Non-Der	ivative Securities Acq	uired, Dispo	sed of, or Ben	eficially Owned
1.Title of	2. Transaction	Date 2A. Deer	ned 3. 4	. Securities Acquired	5. Amount	of 6. Own	ership 7. Nature

(City)	(State) (Table	e I - Non-D	erivative Secur	rities Acqu	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Adn(A) or Dispose (Instr. 3, 4 and	d of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	(A) or Amount (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock, \$0.01 par value	08/14/2015		S	4,500 D	\$ 46.74	46,325 <u>(1)</u>	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Slifstein Barry 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258

VP Investor Relations

Signatures

/s/ Barry Slifstein, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated April 4, 2012 on file with the Commission

08/18/2015

**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).

Includes an aggregate of 7,872 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 4,393 vested restricted shares of Common Stock held in escrow in the 2007 RPM International Inc. Restricted Stock Plan until the reporting

(1) person's retirement, 15,900 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 5,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and 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. 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.

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