

SULLIVAN FRANK C  
Form 4  
October 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SULLIVAN FRANK C

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)  
10/07/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

MEDINA, OH 44258

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

(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)
Common Stock, \$0.01 par value	10/07/2010		A <sup>(1)</sup>	75,000 A	\$ 0 750,763 <sup>(2)</sup>	D	
Common Stock, \$0.01 par value					6,624	I	By Thomas C. and Sandra S. Sullivan Irrevocable Grandchildren's Trust dated May 8, 2006
					3,000	I	

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Common Stock, \$0.01 par value				As custodian for son
Common Stock, \$0.01 par value	3,000	I		As custodian for son
Common Stock, \$0.01 par value	3,000	I		As custodian for son
Common Stock, \$0.01 par value	900	I		As custodian for son
Common Stock, \$0.01 par value	3,781 <sup>(3)</sup>	I		By 401(k) Plan

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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Stock Option (Right to Buy)	<sup>(4)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Common Stock 325
Stock Appreciation Rights	\$ 20.73	10/07/2010		A	200,000	<sup>(6)</sup> 10/07/2020	Common Stock 200

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN FRANK C 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	X		Chairman and CEO	

# Signatures

/s/ Frank C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission 10/12/2010

\*\*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 75,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.  
  
Includes an aggregate of 53,661 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 108,695 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 160,000 shares of
- (2) Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 75,000 shares of Common Stock issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (3) Approximate number of shares held as of July 19, 2010 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.
- (4) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.  
  
Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended in an exempt transaction under Rule
- (5) 16b-3. These options vest and become exercisable in 25% increments over four years commencing one year after the date of grant. These options were granted between 2002 and 2004 and expire 10 years from the date of grant.
- (6) The Stock Appreciation Rights vest in four equal installments, beginning on October 7, 2011.  
  
Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt
- (7) transaction under Rule 16b-3. These Stock Appreciation Rights vest in four equal installments commencing one year after the date of grant. These Stock Appreciation Rights were granted between 2005 and 2010 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. 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.