

SULLIVAN FRANK C  
 Form 5  
 July 13, 2012

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 05/31/2012

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

2628 PEARL ROAD, P.O. BOX 777

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MEDINA, OH 44258

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	11/30/2011		G	4,500	D	\$ 0	862,618 <sup>(1)</sup>	D	
Common Stock, \$0.01 par	12/15/2011		G	1,000	A	\$ 0	10,109	I	By Thomas C. and Sandra S. Sullivan

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value										Irrevocable Grandchildren's Trust dated May 8, 2006
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	^	^	^	^	^	^	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	^	^	^	^	^	^	3,979 <sup>(2)</sup>	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 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)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	^	^	^	^	^	^ <sup>(4)</sup>	^ <sup>(4)</sup>	Common Stock	125,000

