

RPM INTERNATIONAL INC/DE/  
Form 4  
November 04, 2014

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VIVIANO JOSEPH P**

(Last) (First) (Middle)

**C/O RPM INTERNATIONAL  
INC., 2628 PEARL ROAD, P.O.  
BOX 777**

(Street)

**MEDINA, OH 44258**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**RPM INTERNATIONAL INC/DE/  
[RPM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/31/2014**

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	10/31/2014		F(1)		1,000	D	\$ 45.3
					33,750 (2)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)
Phantom Stock	(3) (4)			Code V (A) (D)		Date Exercisable (5) Expiration Date (5)	Title Common Stock	Amount or Number of Shares 15,597

## Reporting Owners

Reporting Owner Name / Address	Relationships
VIVIANO JOSEPH P C/O RPM INTERNATIONAL INC. 2628 PEARL ROAD, P.O. BOX 777 MEDINA, OH 44258	Director 10% Owner Officer Other
	X

## Signatures

/s/ Joseph P. Viviano, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 20, 2007 on file with the Commission 11/04/2014

\_\_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).
- On October 31, 2014, 4,000 shares of Common Stock issued to the reporting person pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 1,000 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
- (1) Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 1,000 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
  - (2) Includes 8,150 shares of restricted Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.
  - (3) 1-for-1
  - (4) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
  - (5) Upon cessation as a Director in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.
  - (6) The phantom stock units represent the stock equivalent value of the reporting person's directors fees and dividends accrued thereon, and such units are held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended. The total amount of phantom stock units includes additional accrued dividends in the amount of 83 stock equivalents since the date of the

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reporting person's last Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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