

RPM INTERNATIONAL INC/DE/  
Form 4  
November 02, 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 \*  
VIVIANO JOSEPH P

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. Date of Earliest Transaction (Month/Day/Year)  
10/29/2010

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

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

(Street)

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

MEDINA, OH 44258

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	10/29/2010		F(1)	550 D \$ 20.71	27,975 (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 required to respond unless the form displays a currently valid OMB control number.**

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 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 18,062

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

VIVIANO JOSEPH P  
C/O RPM INTERNATIONAL INC.  
2628 PEARL ROAD, P.O. BOX 777  
MEDINA, OH 44258

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

11/02/2010

\_\_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).

- On October 29, 2010, 2,200 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 550 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 550 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
  - (2) Includes 9,500 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 director 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 726 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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