

RPM INTERNATIONAL INC/DE/  
Form 4  
January 17, 2007

**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 \*  
RICE RONALD A

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)  
01/12/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP and COO

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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Common Stock, \$0.01 par value  | 01/12/2007                           |  | M                              | 10,000  | A          | \$ 15.15           | 99,036  | D                                 |
| Common Stock, \$0.01 par value  | 01/12/2007                           |  | S                              | 10,000  | D          | \$ 21.94           | 89,036 <sup>(1)</sup>   | D                                 |
| Common Stock, \$0.01 par value  |                                      |  |                                |   |            |                    | 3,488 <sup>(2)</sup>  | I By 401(k) Plan                  |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 15.15   | 01/12/2007                           |  | M                              | 10,000  | (3) 07/16/2007   | Common Stock  | 10,000                     |
| Stock Appreciation Rights                  | (5)  |                                      |  |                                |   | (6) (6)  | Common Stock  | 60,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| RICE RONALD A<br>2628 PEARL ROAD<br>P.O. BOX 777<br>MEDINA, OH 44258 |               |           | Exec. VP and COO |       |

## Signatures

/s/ Ronald A. Rice, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated November 1, 2004 on file with the Commission

01/17/2007

\_\_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) Includes an aggregate of 14,786 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 40,000 shares of Common Stock issued pursuant to the RPM International Inc. 2002 Performance Accelerated Restricted Stock Plan, as amended, and 34,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity Incentive Plan.

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(2) Approximate number of shares held as of January 16, 2006 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.

(3) The option vested in four equal installments on July 16, 1998, 1999, 2000, and 2001.

Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under Rule 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 1998 and 2004 and expire 10 years from the date of grant.

(5) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt transaction under Rule 16b-3. These Stock Appreciation Rights vest in four equal annual installments commencing one year after the date of grant. These Stock Appreciation Rights were granted in 2005 and 2006 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.

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