

RPM INTERNATIONAL INC/DE/
Form 5
July 16, 2007

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
SULLIVAN FRANK C

(Last) (First) (Middle)

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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
05/31/2007

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)
President and CEO

6. Individual or Joint/Group Reporting

(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 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	11/17/2006	Â	G	6,029 D \$ 0	404,820 (1)	D	Â
Common Stock, \$0.01 par	12/28/2006	Â	G	1,920 A \$ 0	1,920	I	By Thomas C. and Sandra S. Sullivan

value									Irrevocable Grandchildren's Trust dated May 8, 2006
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	2,422	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	2,422	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	2,422	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	3,217 ⁽²⁾	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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(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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	Â	Â	Â	Â	Â Â	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	585,600
Phantom Stock	Â	Â	Â	Â	Â Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	3,561
Stock Appreciation	Â	Â	Â	Â	Â Â	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	250,000

Rights

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	X	President and CEO	X

Signatures

Melissa M. Gleespen as
attorney-in-fact for Frank C. Sullivan 07/16/2007
under Power of Attorney

__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 53,661 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 85,000 shares of Common Stock issued pursuant to the RPM International Inc. 2002 Performance Accelerated Restricted Stock Plan, as amended, and 130,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (2) Approximate number of shares held as of January 16, 2007 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) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
- (4) 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) 1-for-1
- (6) Upon cessation of employment in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.
- (7) These phantom stock units represent the stock equivalent value of the restricted stock dividends held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended, and dividends accrued thereon.
- (8) 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 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 provided 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.