

RPM INTERNATIONAL INC/DE/
Form 4
July 27, 2016

FORM 4

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

OMB APPROVAL

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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 *
Kastner Janeen B.

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)
07/25/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Corp. Benefits/Risk Mgmt.

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) | 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 | 07/25/2016 | | A ⁽¹⁾ | 1,697 A \$ 0 | 78,822 | D | |
| Common Stock, \$0.01 par value | 07/25/2016 | | A ⁽²⁾ | 8,000 A \$ 0 | 86,822 ⁽³⁾ | D | |
| Common Stock, \$0.01 par value | | | | | 924 ⁽⁴⁾ | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights | \$ 50.99 | 07/25/2016 | | A | 30,000 | (5) 07/25/2026 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kastner Janeen B. 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258 | | | VP Corp. Benefits/Risk Mgmt. | |

Signatures

/s/ Janeen B. Kastner, by Gregory J. Dziak, her attorney-in-fact pursuant to Power of Attorney dated October 9, 2014 on filed with the Commission

07/27/2016

__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) The reporting person was granted 1,697 shares of Common Stock, issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan.
- (2) The reporting person was granted 8,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.
- (3) Includes an aggregate of 17,848 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 21,200 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans, and 16,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant

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to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

- (4) Approximate number of shares held as of July 25, 2016 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.
- (5) The Stock Appreciation Rights vest in four equal installments, beginning on July 25, 2017.

- Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt
- (6) transactions 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 between 2014 and 2016 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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