

BERKSTRESSER GORDON L

Form 4

December 01, 2004

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERKSTRESSER GORDON L

2. Issuer Name **and** Ticker or Trading
Symbol

RTI INTERNATIONAL METALS
INC [RTI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1000 WARREN AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)

11/29/2004

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

Vice President & Controller

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NILES, OH 44446

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/29/2004		M		4,000	A	\$ 12.5	20,527	D
Common Stock	11/29/2004		M		4,000	A	\$ 15.7813	24,527	D
Common Stock	11/29/2004		M		2,000	A	\$ 9.575	26,527	D
Common Stock	11/29/2004		S		8,900	D	\$ 21.5	17,627	D
Common Stock	11/29/2004		S		1,100	D	\$ 21.54	16,527	D

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Common Stock 266 I 401k 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)	8. Amount or Number of Shares
Employee Stock Options	\$ 12.5	11/29/2004		M	4,000	<u>(1)</u> 01/28/2009	Common Stock	4,000
Employee Stock Options	\$ 15.7813	11/29/2004		M	4,000	<u>(2)</u> 01/26/2010	Common Stock	4,000
Employee Stock Options	\$ 9.575	11/29/2004		M	2,000	<u>(3)</u> 01/25/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BERKSTRESSER GORDON L 1000 WARREN AVENUE NILES, OH 44446	Director 10% Owner Officer Other Vice President & Controller

Signatures

Gordon L. Berkstresser by Dawne S. Hickton,
Attorney-in-Fact 12/01/2004

__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) (1) Options vested equally in 3 installments on January 28, 2000, 2001 and 2002.

(2) (2) Options vested equally in 3 installments on January 25, 2002, 2003 and 2004.

(3) (3) Options vested equally in 3 installments on January 24, 2003, 2004, and 2005.

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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