

RPM INTERNATIONAL INC/DE/  
Form 4  
June 02, 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 \*  
SULLIVAN FRANK C

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)  
05/31/2016

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value  | 05/31/2016                           |  | F(1)                           | 5,553 D   | \$ 50.19 918,592 (2)  | D  |   |
| Common Stock, \$0.01 par value  |                                      |  |                                |   | 15,000  | I  | By LLC  |
| Common Stock, \$0.01 par value  |                                      |  |                                |   | 11,705  | I  | By Thomas C. and Sandra S. Sullivan Irrevocable       |

|                                |                      |   |   |
|--------------------------------|----------------------|---|---|
| Common Stock, \$0.01 par value | 9,630                | I | Grandchildren's Trust dated May 8, 2006<br>By Thomas C. Sullivan<br>Irrevocable Trust FBO Frank C. Sullivan<br>10/26/12 |
| Common Stock, \$0.01 par value | 3,000                | I | As custodian for son  |
| Common Stock, \$0.01 par value | 3,000                | I | As custodian for son  |
| Common Stock, \$0.01 par value | 3,000                | I | As custodian for son  |
| Common Stock                   | 4,298 <sup>(3)</sup> | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable<br>(5)                                  | Expiration Date<br>(5)  | Title<br>1,600,000            |

Stock  
Appreciation  
Rights

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| SULLIVAN FRANK C<br>2628 PEARL ROAD<br>P.O. BOX 777<br>MEDINA, OH 44258 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Frank C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated September 26, 2013 on file with the Commission

06/02/2016

\_\_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) On May 31, 2016, 16,652 shares of Common Stock issued to the reporting person pursuant to the 2007 RPM International Inc. Restricted Stock Plan (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 5,553 shares back to the issuer to satisfy tax obligations of the reporting person.

(2) Includes an aggregate of 42,182 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 28,467 vested restricted shares of Common Stock held in escrow in the 1997 RPM International Inc. Restricted Stock Plan and 68,761 vested restricted shares of Common Stock held in escrow in the 2007 RPM International Inc. Restricted Stock Plan until the reporting persons' retirement, 189,000 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 80,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

(3) Approximate number of shares held as of May 31, 2016 in the account of the reporting person by Wachovia Bank, N.A., as Trustee of the RPM International Inc. 401(k) Trust and Plan, as amended.

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

(5) Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt transactions 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 between 2008 and 2015 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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