

RPM INTERNATIONAL INC/DE/
Form 4
October 09, 2007

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 *
THOMAS ERNEST T

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)
10/04/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

MEDINA, OH 44258

(City) (State) (Zip)

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

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	(D)	Price
Common Stock, \$0.01 par value	10/04/2007		A ⁽¹⁾		6,000	A	\$ 0
					30,000	⁽²⁾	D

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)
Phantom Stock	(3) (4)					(5) (5)	Common Stock 1,711
Stock Appreciation Rights (7)	\$ 22.88	10/04/2007		A	25,000	(8) 10/04/2017	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS ERNEST T 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258			Sr. VP and CFO	

Signatures

/s/ Ernest Thomas, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated August 1, 2007 on file with the Commission 10/09/2007

**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) The reporting person was granted 6,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (2) Includes an aggregate of 24,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 6,000 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan.
- (3) 1-for-1
- (4) No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 4.
- (5) Upon cessation of employment in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.
- (6)

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These phantom stock units are held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended.

- (7) Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt transaction under Rule 16b-3.
- (8) The Stock Appreciation Rights vest in four equal installments, beginning on October 4, 2008.

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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