

SULLIVAN FRANK C

Form 5

July 15, 2010

**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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. 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)  
05/31/20104. 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)  
Chairman 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 06/04/2009                              | Â                                                           | G                                       | 10,000 D \$ 0                                                              | 678,331<br>(1)                                                                                                     | D                                                                          | Â                                                              |
| Common<br>Stock,<br>\$0.01 par          | 12/03/2009                              | Â                                                           | G                                       | 1,200 A \$ 0                                                               | 6,624                                                                                                              | I                                                                          | By Thomas C.<br>and Sandra S.<br>Sullivan                      |

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value

Irrevocable  
Grandchildren's  
Trust dated May  
8, 2006

|                                         |   |   |   |   |   |   |                      |   |                         |
|-----------------------------------------|---|---|---|---|---|---|----------------------|---|-------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | Â | Â | Â | Â | Â | Â | 3,000                | I | As custodian for<br>son |
| Common<br>Stock,<br>\$0.01 par<br>value | Â | Â | Â | Â | Â | Â | 3,000                | I | As custodian for<br>son |
| Common<br>Stock,<br>\$0.01 par<br>value | Â | Â | Â | Â | Â | Â | 3,000                | I | As custodian for<br>son |
| Common<br>Stock,<br>\$0.01 par<br>value | Â | Â | Â | Â | Â | Â | 900                  | I | As custodian for<br>son |
| Common<br>Stock,<br>\$0.01 par<br>value | Â | Â | Â | Â | Â | Â | 3,728 <sup>(2)</sup> | I | By 401(k) Plan          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Stock Option<br>(Right to<br>Buy)                   | Â                                                                     | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(4)</sup> Â <sup>(4)</sup>                              | Common<br>Stock 325,000                                             |

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|                           |   |   |   |   |   |   |       |       |              |         |
|---------------------------|---|---|---|---|---|---|-------|-------|--------------|---------|
| Phantom Stock             | Â | Â | Â | Â | Â | Â | Â (6) | Â (6) | Common Stock | 4,125   |
| Stock Appreciation Rights | Â | Â | Â | Â | Â | Â | Â (8) | Â (8) | Common Stock | 950,000 |

## 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

Â X      Â      Â Chairman and CEO      Â

## Signatures

/s/ Frank C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission

07/15/2010

\_\_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).

Includes an aggregate of 53,661 shares of Common Stock issued pursuant to the 1997 RPM International Inc. Restricted Stock Plan, as amended, 96,393 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan, 90,000 shares of

(1) Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan, and 120,000 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 May 31, 2010 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.

Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended in an exempt transaction under Rule

(4) 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 2002 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.

Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 Omnibus Equity and Incentive Plan in an exempt

(8) 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 between 2005 and 2009 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.