Kalouche Raymond Semaan Form 4

April 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kalouche Raymond Semaan

2. Issuer Name and Ticker or Trading Symbol

TMS International Corp. [TMS]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

C/O TMS INTERNATIONAL CORP., 12 MONONGAHELA

AVENUE

Security

(Instr. 3)

(Month/Day/Year)

X_ Officer (give title below)

Other (specify

04/19/2011

(Middle)

below) COO,Pres&COO of the MS Group

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GLASSPORT, PA 15045

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4)

Following Reported Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

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

(A)

Persons who respond to the collection of

SEC 1474 (9-02)

(Instr. 4)

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

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

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative Securities

Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or B) Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Class A Preferred Stock	\$ 13 <u>(1)</u>	04/19/2011		С		100	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	106,3 (1)
Class B Common Stock	<u>(2)</u>	04/19/2011		С	106,863		04/19/2011	(2)	Class A Common Stock	106,
Class B Common Stock	<u>(2)</u>	04/19/2011		A	6,530 (3)		04/19/2011	(2)	Class A Common Stock	6,51
Class B Common Stock	(2)	04/19/2011		S		15,576 (4)	04/19/2011	(2)	Class A Common Stock	15,5 (4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kalouche Raymond Semaan C/O TMS INTERNATIONAL CORP. 12 MONONGAHELA AVENUE GLASSPORT, PA 15045

COO, Pres&COO of the MS Group

Signatures

/s/ Thomas E. Lippard, attorney-in-fact for Raymond Semaan Kalouche

04/21/2011

**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).

Each share of Class A Preferred Stock was convertible into a number of shares of Class B Common Stock determined by dividing the liquidation preference of such share of Class A Preferred Stock, including accrued but unpaid dividends, at the time of conversion by the

- (1) conversion price. Concurrently with the initial public offering of the Issuer's Class A Common Stock, each share of Class A Preferred Stock converted into the number of shares of Class B Common Stock on the basis of a conversion price equal to 13.00 per share, the public offering price per share of Class A Common Stock in the offering.
 - Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other
- (2) disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.

(3)

Reporting Owners 2

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Represents shares of Class B Common Stock granted to the reporting person under the Issuer's Restricted Stock Plan upon the consummation of the Issuer's initial public offering.

Represents shares of Class B Common Stock sold by the Reporting Person in the Issuer's initial public offering at the \$13 public offering (4) price, net of the underwriter commission of 6.5%, or \$0.845 per share. Such shares by their terms automatically converted into shares of the Company's Class A Common Stock upon their sale in the offering (See Note (2), above).

Note: File three copies of this Form, one of which must be manually signed. If space 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.