

RPM INTERNATIONAL INC/DE/

Form 5

July 15, 2016

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)
05/31/20164. 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	918,592 <u>(1)</u>	D	Â
Common Stock, \$0.01 par	11/27/2015	Â	G	400	A	\$ 0	12,105	I	By Thomas C. and Sandra S. Sullivan

value									Irrevocable Grandchildren's Trust dated May 8, 2006
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	15,000	I	By LLC
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	9,630	I	By Thomas C. Sullivan Irrevocable Trust FBO Frank C. Sullivan 10/26/12
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	3,000	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	3,000	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	3,000	I	As custodian for son
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	4,298 ⁽²⁾	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.

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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)
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					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock										
Appreciation Rights	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	1,600,000

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 to Power of Attorney dated September 26, 2013 on file with the Commission

07/15/2015

__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) 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.
- (2) Approximate number of shares held as of May 31, 2016 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.
- (4) 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 annual 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 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.