

RPM INTERNATIONAL INC/DE/
Form 4
July 20, 2016

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kastner Janeen B.

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)
07/18/2016

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP Corp. Benefits/Risk Mgmt.

MEDINA, OH 44258

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.01 par value	07/18/2016		F ⁽¹⁾		2,466	D \$ 52	77,125 ⁽²⁾ D
Common Stock, \$0.01 par value						923 ⁽³⁾	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**

SEC 1474
(9-02)

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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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	(4)					(5)	(5)	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kastner Janeen B. 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	VP Corp. Benefits/Risk Mgmt.

Signatures

/s/ Janeen B. Kastner, by Gregory J. Dziak, her attorney-in-fact pursuant to Power of Attorney dated October 9, 2014 on filed with the Commission

07/20/2016

__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).

On July 18, 2016, 8,000 shares of Common Stock issued to the reporting person as Performance Earned Restricted Stock pursuant to the

(1) RPM International Inc. 2004 Omnibus Equity and Incentive Plan (the "Plan") vested. In accordance with the Plan, the reporting person disposed of 2,466 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.

Includes an aggregate of 16,151 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan,

(2) 13,200 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 16,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

(3)

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Approximate number of shares held as of July 18, 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.

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

Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt

- (5) 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 2014 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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