

Moore Edward W.
Form 4
July 24, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Moore Edward W.

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)
07/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GC & CCO

MEDINA, OH 44258

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

(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 | (D) | Price |
| Common Stock, \$0.01 par value | 07/20/2018 | | F(1) | | 12,191 | D | \$ 61.65 |
| Common Stock, \$0.01 par value | 07/23/2018 | | M | | 7,500 | A | \$ 44.6 |
| Common Stock, \$0.01 par value | 07/23/2018 | | M | | 22,500 | A | \$ 47.14 |

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| | | | | | | | |
|--------------------------------|------------|---|--------|---|-----------------------------|-----------------------|---|
| Common Stock, \$0.01 par value | 07/23/2018 | D | 22,709 | D | \$ 61.44 | 56,222 | D |
| Common Stock, \$0.01 par value | 07/23/2018 | F | 3,123 | D | \$ 61.44 | 53,099 | D |
| Common Stock, \$0.01 par value | 07/23/2018 | S | 4,168 | D | \$ 61.9089 <u>(2)</u> | 48,931 ⁽³⁾ | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights | \$ 44.6 | 07/23/2018 | | M | 7,500 | 07/21/2018 07/21/2024 | Common Stock | 7,500 |
| Stock Appreciation Rights | \$ 47.14 | 07/23/2018 | | M | 22,500 | <u>(4)</u> 07/20/2025 | Common Stock | 22,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Moore Edward W.
2628 PEARL ROAD
P.O. BOX 777

SVP, GC & CCO

MEDINA, OH 44258

Signatures

/s/ Edward W. Moore, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated September 26, 2013 on file with the Commission

07/24/2018

__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 20, 2018, 31,000 shares of Common Stock issued to the reporting person as Performance Earned Restricted Stock pursuant to the
(1) RPM International Inc. 2014 Omnibus Equity and Incentive Plan (the "Plan") vested. In accordance with the Plan, the reporting person disposed of 12,191 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$61.8901 - \$69.99.
(2) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Includes an aggregate of 10,130 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan and the RPM International Inc. 2014 Omnibus Equity and Incentive Plan, 7,492 vested restricted shares of Common Stock held in escrow in
(3) the 2007 RPM International Inc. Restricted Stock Plan until the reporting persons' retirement, and 12,500 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.

(4) The Stock Appreciation Rights vested on July 20, 2016, 2017 and 2018.

Stock Appreciation Rights granted pursuant to the RPM International Inc. 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 2015 and 2018 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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