RTI INTERNATIONAL METALS INC
Form 4
July 27, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HICKTON DAWNE S

(Last) (First) (Middle)

1000 WARREN AVENUE

(Street)

NILES, OH 44446

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RTI INTERNATIONAL METALS INC [RTI]

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2015

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice Chair, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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	04/28/2015		G	V	2,642	D	$ 0	163,320	D	
Common Stock	07/23/2015		A		74,724 (1)	A	$ 0	238,044	D	
Common Stock	07/23/2015		F		23,134	D	$ 28.48	214,910	D	
Common Stock	07/23/2015		D		21,224	D	(2)	193,686	D	
Common Stock	07/23/2015		D		53,500	D	(3)	140,186	D	

Common Stock	07/23/2015		D	25,770	D	(4)	114,416	D	
Common Stock	07/23/2015		D	114,416	D	(5)	0	D	
Common Stock	07/23/2015		D	600	D	(6)	0	I	By child

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 45.09	07/23/2015		D			7,000	(7)	01/27/2016	Common Stock	7,000
Employee Stock Option (Right to Buy)	$ 76.85	07/23/2015		D			5,000	(7)	01/26/2017	Common Stock	5,000
Employee Stock Option (Right to Buy)	$ 51.17	07/23/2015		D			9,000	(7)	01/25/2018	Common Stock	9,000
Employee Stock Option (Right to Buy)	$ 13.88	07/23/2015		D			15,000	(7)	01/30/2019	Common Stock	15,000

Employee Stock Option (Right to Buy)	$ 25.18	07/23/2015		D	18,000	(7)	01/29/2020	Common Stock	18,000
Employee Stock Option (Right to Buy)	$ 28.47	07/23/2015		D	13,562	(7)	01/28/2021	Common Stock	13,562
Employee Stock Option (Right to Buy)	$ 24.62	07/23/2015		D	13,148	(7)	01/27/2022	Common Stock	13,148
Employee Stock Option (Right to Buy)	$ 29.13	07/23/2015		D	14,474	(9)	01/25/2023	Common Stock	14,474
Employee Stock Option (Right to Buy)	$ 31.19	07/23/2015		D	17,719	(10)	01/31/2024	Common Stock	17,719
Employee Stock Option (Right to Buy)	$ 22.21	07/23/2015		D	40,199	(11)	01/30/2025	Common Stock	40,199

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKTON DAWNE S 1000 WARREN AVENUE NILES, OH 44446	X		Vice Chair, President and CEO	

Signatures

/s/ Chad Whalen, as Attorney-in-Fact	07/27/2015
**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) Deemed earned under 2013, 2014 and 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").

(2) Shares of Issuer common stock deemed earned under 2013 performance share awards and disposed of pursuant to the Merger Agreement in exchange for the right to receive (i) 2.8315 shares of common stock of Alcoa, Inc. (market value $9.96 per share) and (ii) any applicable cash in lieu of fractional shares (together, the "Merger Consideration").

(3) Shares underlying 2014 and 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 151,485 shares of common stock of Alcoa, Inc. (market value $9.96 per share).

(4) Restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 72,967 shares of common stock of Alcoa, Inc. (market value $9.96 per share).

(5) Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.

(6) Shares of Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.

(7) This option is fully vested.

(8) Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying the option (rounded down to the nearest whole number of shares) multiplied by 2.8315 at an exercise price equal to the exercise price (rounded up to the nearest whole cent) divided by 2.8315.

(9) This option originally provided for vesting in three equal installments beginning on January 24, 2014.

(10) This option originally provided for vesting in three equal installments beginning on January 31, 2015.

(11) This option originally provided for vesting in three equal installments beginning on January 30, 2016.

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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