RTI INTERNATIONAL METALS INC

Form 4 July 27, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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).

(Last)

(City)

ROAD, SUITE 500

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * McAuley Michael G

(First)

(State)

1550 CORAOPOLIS HEIGHTS

2. Issuer Name and Ticker or Trading Symbol

RTI INTERNATIONAL METALS

INC [RTI]

3. Date of Earliest Transaction

(Month/Day/Year) 07/23/2015

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify below)

Senior V.P. and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PITTSBURGH, PA 15108

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1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(, , , , , , , , , , , , , , , , , , ,	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
` '		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A)			Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	07/23/2015		A	7,052 (1)	A		13,131 (2)	D	
Common Stock	07/23/2015		D	7,052	D	(3)	6,079	D	
Common Stock	07/23/2015		D	6,079	D	<u>(4)</u>	0	D	

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

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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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 25.12	07/23/2015		D	10,000	(5)	07/24/2024	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.21	07/23/2015		D	8,665	<u>(7)</u>	01/30/2025	Common Stock	8,665

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McAuley Michael G 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500 PITTSBURGH, PA 15108

Senior V.P. and CFO

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 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").
- (2) Includes 324 shares acquired by the reporting person pursuant to the Issuer's Employee Stock Purchase Plan since the last reportable transaction.

Reporting Owners 2

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- (3) Shares underlying 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 19,967 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
- Includes (a) 5,555 restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 15,728 shares of common stock of Alcoa, Inc. (market value \$9.96 per share) and (b) 524 shares acquired pursuant to the Issuer's Employee Stock Purchase Plan 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.
- (5) This option originally provided for vesting in three equal installments beginning on July 24, 2015.
- Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying
- (6) the option (rounded down to the nearest whole number of shares) multipled by 2.8315 at an exercise price equal to the exercise price (rounded up to the nearest whole cent) divided by 2.8315.
- (7) 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. 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.