

FALCONE PHILIP  
Form 4  
September 30, 2008

**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 \*  
**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.**

(Last) (First) (Middle)

**C/O INTERNATIONAL FUND SERVICES LIMITED, THIRD FL, BISHOP'S SQUARE REDMOND'S HILL**

(Street)

**DUBLIN, L2 00000**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/26/2008**

4. 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)

\* See Remarks

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
			Code	V			

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. D Se (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap	(8)	09/26/2008 <sup>(13)</sup>		J	30,867 (13)	(8)(13)	(8)(13)	Common Stock	116,450
Equity Swap	(8)	09/29/2008 <sup>(13)</sup>		J	116,450 (13)	(8)(13)	(8)(13)	Common Stock	0
Equity Swap	(8)	09/29/2008 <sup>(13)</sup>		J	68,150 (13)	(8)(13)	(8)(13)	Common Stock	149,600
Equity Swap	(8)					(8)	(8)	Common Stock	116,667
Equity Swap	(8)					(8)	(8)	Common Stock	76,666
Equity Swap	(8)					(8)	(8)	Common Stock	20,000
Equity Swap	(8)					(8)	(8)	Common Stock	62,534
Equity Swap	(8)					(8)	(8)	Common Stock	4,133
Equity Swap	(8)					(8)	(8)	Common Stock	35,000
Equity Swap	(8)					(8)	(8)	Common Stock	16,667
Equity Swap	(9)					(9)	(9)	Common Stock	10,735
Equity Swap	(9)					(9)	(9)	Common Stock	66,667
Equity Swap	(9)					(9)	(9)	Common Stock	101,110
Equity Swap	(9)					(9)	(9)	Common Stock	100,135
Equity Swap	(9)					(9)	(9)	Common Stock	145,594
Equity Swap	(9)					(9)	(9)	Common Stock	127,000
Equity Swap	(9)					(9)	(9)	Common Stock	50,000

Equity Swap	<u>(9)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	114,335
Equity Swap	<u>(9)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	94,132
Equity Swap	<u>(9)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	106,667
Equity Swap	<u>(11)</u>	09/26/2008 <sup>(14)</sup>	J	15,433 <u>(14)</u>	<u>(11)(14)</u>	<u>(11)(14)</u>	Common Stock	57,767
Equity Swap	<u>(11)</u>	09/29/2008 <sup>(14)</sup>	J	57,767 <u>(14)</u>	<u>(11)(14)</u>	<u>(11)(14)</u>	Common Stock	0
Equity Swap	<u>(11)</u>	09/29/2008 <sup>(14)</sup>	J	34,533 <u>(14)</u>	<u>(11)(14)</u>	<u>(11)(14)</u>	Common Stock	74,800
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	58,333
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	38,334
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	10,000
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	31,226
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	2,067
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	17,500
Equity Swap	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	8,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000		X		* See Remarks
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
		X		

HMC INVESTORS, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		* See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HMC - NEW YORK, INC. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HARBERT MANAGEMENT CORP 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203	X	* See Remarks
FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HARBERT RAYMOND J 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203	X	* See Remarks
LUCE MICHAEL D 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203	X	* See Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+)(++), By: Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick		09/30/2008
	**Signature of Reporting Person	Date
Harbinger Capital Partners Offshore Manager, L.L.C.(+)(++), By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick		09/30/2008
	**Signature of Reporting Person	Date
HMC Investors, L.L.C.(+)(++), By: /s/ Joel B. Piassick		09/30/2008

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<u>Signature of Reporting Person</u>	Date
Harbinger Capital Partners Special Situations Fund, L.P.(+)(++), By: Harbinger Capital Partners Special Situations GP, LLC, By: HMC-New York, Inc., Managing Member, By: /s/ Joel B. Piassick	09/30/2008
<u>Signature of Reporting Person</u>	Date
Harbinger Capital Partners Special Situations GP, LLC(+)(++), By: HMC-New York, Inc., Managing Member, By: /s/ Joel B. Piassick	09/30/2008
<u>Signature of Reporting Person</u>	Date
HMC-New York, Inc.(+)(++), By: /s/ Joel B. Piassick	09/30/2008
<u>Signature of Reporting Person</u>	Date
Harbert Management Corporation(+)(++), By: /s/ Joel B. Piassick	09/30/2008
<u>Signature of Reporting Person</u>	Date
/s/ Philip Falcone(+)(++)	09/30/2008
<u>Signature of Reporting Person</u>	Date
/s/ Raymond J. Harbert(+)(++)	09/30/2008
<u>Signature of Reporting Person</u>	Date
/s/ Michael D. Luce(+)(++)	09/30/2008
<u>Signature of Reporting Person</u>	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) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

(2) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.

(3) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.

(4) Each Reporting Person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.

(6) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.

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- (7) Each Reporting Person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (8) The Master Fund entered into ten equity swap transactions with Deutsche Bank ("DB") effective on August 2, 2007, August 3, 2007, August 6, 2007, October 5, 2007, October 8, 2007, October 9, 2007, January 9, 2008, January 10, 2008, January 14, 2008 and January 15, 2008, respectively, under which DB agreed to pay the Master Fund an amount equal to the total return of 500,000, 448,917, 217,750, 116,667, 76,666, 20,000, 62,534, 4,133, 35,000 and 16,667 notional shares, respectively, above or below an initial reference price of US\$73.9589, US\$73.8227, US\$71.3719, US\$80.7942, US\$81.7707, US\$83.7161, US\$57.1365, US\$57.0213, US\$59.5877 and US\$58.4390, respectively, per share upon close-out of any transaction.

- (9) The Master Fund entered into ten equity swap transactions with Merrill Lynch ("Merrill") effective on January 25, 2008, January 28, 2008, January 29, 2008, January 30, 2008, January 31, 2008, February 1, 2008, February 4, 2008, February 5, 2008, February 6, 2008 and February 7, 2008, respectively, under which Merrill agreed to pay the Master Fund an amount equal to the total return of 10,735, 66,667, 101,110, 100,135, 145,594, 127,000, 50,000, 114,335, 94,132 and 106,667 notional shares, respectively, above or below an initial reference price of US\$51.5899, US\$51.6353, US\$53.7824, US\$54.1713, US\$54.9279, US\$56.7245, US\$56.8918, US\$55.1306, US\$55.4986 and US\$54.9751, respectively, per share upon close-out of any transaction.

- (10) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.

- (11) The Special Situations Fund entered into ten equity swap transactions with Deutsche Bank ("DB") effective on August 2, 2007, August 3, 2007, August 6, 2007, October 5, 2007, October 8, 2007, October 9, 2007, January 9, 2008, January 10, 2008, January 14, 2008 and January 15, 2008, respectively, under which DB agreed to pay the Special Situations Fund an amount equal to the total return of 250,000, 224,000, 109,333, 58,333, 38,334, 10,000, 31,266, 2,067, 17,500 and 8,333 notional shares, respectively, above or below an initial reference price of US\$73.9589, US\$73.8227, US\$71.3719, US\$80.7942, US\$81.7707, US\$83.7161, US\$57.1365, US\$57.0213, US\$59.5877 and US\$58.4390, respectively, per share upon close-out of any transaction.

- (12) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Special Situations Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Special Situations Fund at any time.

- (13) On September 26, 2008 and September 29, 2008, the Master Fund closed out certain equity swap transactions with DB in the amount of 30,867 and 184,600 notional shares, respectively, at a price of US\$19.4244 and US\$18.4566, respectively.

- (14) On September 26, 2008 and September 29, 2008, the Special Situations Fund closed out certain equity swap transactions with DB in the amount of 15,433 and 92,300 notional shares, respectively, at a price of US\$19.4244 and US\$18.4566, respectively.

### Remarks:

(+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

(++) Given that the EDGAR system limits the number of line items on Table II of an electronic submission under Section 16 of the Securities Exchange Act of 1934 to thirty, the entries on Table II are being reported across two separate Form 4 filings.

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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