JABOBS LAWRENCE W Form 4/A February 05, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1.	Name an		of Reporting	2.	Issuer I	Name and T	Ticker (or Trading	3.	I.R.S. Identification Reporting Person, if an entit	
	Lawrence	e W. Jacob	s		RTI Int	ternational M	Ietals, I	nc. (RTI)			
	(Last) (F	First) (Midd	le)	-							
		rnational Marren Avenu		4.	Statem	ent for Moi	nth/Day	//Year	5.	If Amendment, Day/Year)	ate of Original
	(Street)			_	01/31/0)3					
				6.		onship of Re er (Check Al	-		7.	Individual or Join (Check Applicable	
	Niles,	ОН	44446	_	o	Director	o	10% Owner		X	Form Filed by One Reporting Person
	(City)	(State)	(Zip)		X	Officer (g	ive title	below)		0	Form Filed by More
					o	Other (spe	ecify bel	low)			than One Reporting Person
						Chief Fina	ncial O	fficer			

Reminder:	Report on a separate line for each class of securities beneficially owned directly or indirectly.
*	If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction 2 Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	J. Securities Disposed of (Instr. 3, 4	f (D)	red (A) or	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 Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	01/31/03	N/A	S	1,560	D	\$10.22	100	I	(UGTM Trust)
							34,215	D	
							3,289	I	(401K Plan)

Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		or Disposed of (D)
				Code V	(A)	(D)
Employee Stock Options	\$10.22**	01/31/03		A	12,000	

Expiration Month/Day	Date	7. Title and of Under Securitie (Instr. 3 d	rlying es	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	s 10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1/30/04	1/30/13	Common Stock	4,000				
1/30/05	1/30/13	Common Stock	4,000				
1/30/06	1/30/13	Common Stock	4,000		63,000	D	
xplanation o	of Respons	ses:					
Explanation 6			a reporting	person exer	npt under 16b-3.		
Award of re	stricted sto	ock made to					
	stricted sto	ock made to ns under pr /s/ Lawre Dawi		Employee S bs by n			

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.