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HICKTON DAWNE S Form 4/A February 05, 2003

OMB APPROVAL

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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).

Name and Address of Reporting Person*	2. Issuer Name and Ticker or Tr Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Dawne S. Hickton	RTI International Metals, Inc. (F	RTI) ————
(Last) (First) (Middle)		
RTI International Metals, Inc. 1000 Warren Avenue	4. Statement for Month/Day/Yea	5. If Amendment, Date of Original (Month/Day/Year)
(Street)	01/31/03	
	6. Relationship of Reporting Per- to Issuer (Check All Applicable)	• •
Niles, OH 44446	O Director O 10	0% Owner X Form Filed by One Reporting Person
(City) (State) (Zip)	X Officer (give title below	ow) O Form Filed by More than One Reporting
	Other (specify below)	Person
	V.P. and General Coun	isel

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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, <i>see</i> instruction 4(b)(v).

		(Instr. 8)	Disposed of (Instr. 3, 4			Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownershi (Instr. 4)
		Code V	Amount	(A) or (D)	Price			
1/31/03	N/A	S	1,641	D	\$10.22	38,159	D	
	1/31/03	1/31/03 N/A			Code V Amount (D) 1/31/03 N/A S 1,641 D	Code V Amount (D) Price 1/31/03 N/A S 1,641 D \$10.22	Code V Amount (A) or or	Code V Amount (A) Or Price

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. 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**	1/31/03		A	17,000	

Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1/30/04	1/30/13	Common Stock	5,667				
1/30/05	1/30/13	Common Stock	5,667				
1/30/06	1/30/13	Common Stock	5,666		84,500	D	
-	-						
Award of re	stricted sto	ck made to		person exen	npt under 166b-3. ock Plan.		
	stricted sto	ck made to		Employee St			

^{**} 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.

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