

RTI INTERNATIONAL METALS INC  
 Form 4/A  
 December 07, 2004

**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 \*  
 RUPERT TIMOTHY G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1000 WARREN AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/26/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

NILES, OH 44446  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/30/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/26/2004		M		2,500 <u>(1)</u> \$ 7.313	A	175,097 D
Common Stock	11/29/2004		M		27,500 <u>(1)</u> \$ 7.313	A	202,597 D
Common Stock	11/29/2004		M		100 <u>(1)</u> \$ 12.5	A	202,697 D
Common Stock	11/30/2004		M		14,900 <u>(1)</u> \$ 12.5	A	217,597 D
Common Stock	11/26/2004		S		4,600 <u>(1)</u> \$ 21	D	212,997 D

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Common Stock	11/26/2004	S	400 <sup>(1)</sup>	D	\$ 21.01	212,597	D	
Common Stock	11/26/2004	S	2,500 <sup>(1)</sup>	D	\$ 21.24	210,097	D	
Common Stock	11/29/2004	S	6,000 <sup>(1)</sup>	D	\$ 21.15	204,097	D	
Common Stock	11/29/2004	S	9,500 <sup>(1)</sup>	D	\$ 21.2	194,597	D	
Common Stock	11/29/2004	S	5,000 <sup>(1)</sup>	D	\$ 21.25	189,597	D	
Common Stock	11/29/2004	S	7,500 <sup>(1)</sup>	D	\$ 21.3	182,097	D	
Common Stock	11/29/2004	S	600 <sup>(1)</sup>	D	\$ 21.32	181,497	D	
Common Stock	11/29/2004	S	4,000 <sup>(1)</sup>	D	\$ 21.33	177,497	D	
Common Stock	11/29/2004	S	1,900 <sup>(1)</sup>	D	\$ 21.35	175,597	D	
Common Stock	11/29/2004	S	10,000 <sup>(1)</sup>	D	\$ 21.4	165,597	D	
Common Stock	11/29/2004	S	12,700 <sup>(1)</sup>	D	\$ 21.5	152,897	D	
Common Stock	11/29/2004	S	100 <sup>(1)</sup>	D	\$ 21.65	152,797	D	
Common Stock	11/30/2004	S	7,500 <sup>(1)</sup>	D	\$ 21.55	145,297	D	
Common Stock	11/30/2004	S	7,400 <sup>(1)</sup>	D	\$ 21.65	137,897	D	
Common Stock						826	I	401(k) Plan

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

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(9-02)

**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Options	\$ 7.313	11/26/2004	M	2,500	(2)	01/27/2010	Common Stock	2,500
Employee Stock Options	\$ 7.313	11/29/2004	M	27,500	(2)	01/27/2010	Common Stock	27,500
Employee Stock Options	\$ 12.5	11/29/2004	M	100	(3)	01/28/2009	Common Stock	100
Employee Stock Options	\$ 12.5	11/30/2004	M	14,900	(3)	01/28/2009	Common Stock	14,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUPERT TIMOTHY G 1000 WARREN AVENUE NILES, OH 44446	X		President & CEO	

## Signatures

Timothy G. Rupert by Dawne S. Hickton,  
Attorney-in-Fact 12/07/2004

\*\*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).

While all transactions reported on this amended Form 4 were previously reported on the reporting person's original Form 4, such

- (1) transactions were disclosed entirely on Table II. Consequently, this amendment is being filed to amend and restate the original Form 4 in its entirety.
- (2) Options vested in 3 equal installments on January 28, 2001, 2002 and 2003.
- (3) Options vested in 3 equal installments on January 29, 2000, 2001 and 2002.

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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