

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. 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. Price of Derivative Security (Instr. 5)
Phantom Stock	(3) (4)			Code V (A) (D)		Date Exercisable (5) Expiration Date (5)	Title Common Stock	Amount or Number of Shares 17,922

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THORNTON JERRY SUE
C/O RPM INTERNATIONAL INC.
2628 PEARL ROAD, P.O. BOX 777
MEDINA, OH 44258

X

Signatures

/s/ Jerry Sue Thornton, by Gregory J. Dziak, her attorney-in-fact pursuant to Power of Attorney dated May 14, 2007 on file with the Commission

11/04/2013

__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).

- On October 31, 2013, 3,800 shares of Common Stock issued to the reporting person pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 1,121 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
- (1) Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 1,121 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
 - (2) Includes 9,650 shares of restricted Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.
 - (3) 1-for-1
 - (4) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
 - (5) Upon cessation as a Director in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.
 - (6) The phantom stock units represent the stock equivalent value of the reporting person's director fees and dividends accrued thereon, and such units are held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended. The total amount of phantom stock units includes additional accrued dividends in the amount of 110 stock equivalents since the date of the

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reporting person's last Form 4.

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.