

MATEJKA ROBERT L

Form 3

May 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â MATEJKA ROBERT L
(Last) (First) (Middle)

2628 PEARL ROAD,Â P.O.
BOX 777

(Street)

MEDINA,Â OHÂ 44258

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/30/2010

3. Issuer Name and Ticker or Trading Symbol

RPM INTERNATIONAL INC/DE/ [RPM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Senior VP and CFO

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$0.01 par value

4,000

D

Â

Common Stock, \$0.01 par value

10,000

I

By Spouse

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: MATEJKA ROBERT L - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	10/12/2010	Common Stock	10,000	\$ 8.81	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	02/01/2011	Common Stock	10,000	\$ 9.26	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	10/03/2011	Common Stock	10,000	\$ 10.26	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	10/11/2012	Common Stock	40,000	\$ 14.08	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	10/11/2013	Common Stock	40,000	\$ 14.1	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	10/29/2014	Common Stock	25,000	\$ 17.63	D	Â
Stock Appreciation Rights	Â <u>(7)</u>	10/05/2015	Common Stock	25,000	\$ 17.65	D	Â
Stock Appreciation Rights	Â <u>(8)</u>	10/05/2016	Common Stock	25,000	\$ 18.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATEJKA ROBERT L 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	Â	Â	Â Senior VP and CFO	Â

Signatures

/s/ Gregory S. Harvey as
attorney-in-fact for Robert L. Matejka 05/10/2010
under Power of Attorney

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vested in four equal installments on October 12, 2001, 2002, 2003 and 2004.
- (2) The option vested in four equal installments on February 1, 2002, 2003, 2004 and 2005.
- (3) The option vested in four equal installments on October 3, 2002, 2003, 2004 and 2005.
- (4) The option vested in four equal installments on October 11, 2003, 2004, 2005 and 2006.

Edgar Filing: MATEJKA ROBERT L - Form 3

- (5) The option vested in four equal installments on October 11, 2004, 2005, 2006 and 2007.
- (6) The option vested in four equal installments on October 29, 2005, 2006, 2007 and 2008.
- (7) The Stock Appreciation Rights vest in four equal installments, beginning on October 5, 2006.
- (8) The Stock Appreciation Rights vest in four equal installments, beginning on October 5, 2007.

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.