

Gordon Russell L
 Form 4
 July 18, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

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 *
 Gordon Russell L

2. Issuer Name and Ticker or Trading Symbol
 RPM INTERNATIONAL INC/DE/[RPM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2628 PEARL ROAD, P.O. BOX 777
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/16/2018

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

MEDINA, OH 44258

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock, \$0.01 par value | 07/16/2018 | | A ⁽¹⁾ | 4,396 A \$ 0 | 120,898 | D | |
| Common Stock, \$0.01 par value | 07/16/2018 | | D ⁽²⁾ | 16,000 D \$ 0 | 104,957 ⁽³⁾ | D | |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights | \$ 0 | 07/16/2018 | | A | 30,000 | (4) 07/16/2028 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Russell L 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258 | | | VP and CFO | |

Signatures

/s/ Russell L. Gordon, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated April 4, 2012 on file with the Commission 07/18/2018

__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).
- (1) The reporting person was granted 4,396 shares of Common Stock, issued pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.
- (2) On July 16, 2018, 16,000 shares of Common Stock, issued as Performance Contingent Restricted Stock, were cancelled by the Compensation Committee of the Issuer and disposed back to the Issuer.
Includes an aggregate of 37,204 shares of Common Stock issued pursuant to the 2007 RPM International Inc. Restricted Stock Plan and
- (3) the RPM International Inc. 2014 Omnibus Equity and Incentive Plan, and 23,500 shares of Common Stock, issued as Performance Earned Restricted Stock, pursuant to the RPM International Inc. 2014 Omnibus Equity and Incentive Plan.
- (4) The Stock Appreciation Rights vest in four equal installments, beginning on July 16, 2019.
- (5) Stock Appreciation Rights granted pursuant to the RPM International Inc. 2004 and 2014 Omnibus Equity and Incentive Plans in exempt transactions under Rule 16b-3. These Stock Appreciation Rights vest in four equal annual installments commencing one year after the

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date of grant. These Stock Appreciation Rights were granted between 2012 and 2018 and expire 10 years from the date of grant.

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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