

RTI INTERNATIONAL METALS INC
 Form 4
 February 16, 2005

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 *
ODLE JOHN H

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)
02/14/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2005 | | M | V | 15,000 A \$ 7.313 | 121,989 | D |
| Common Stock | 02/14/2005 | | M | V | 15,000 A \$ 12.5 | 136,989 | D |
| Common Stock | 02/14/2005 | | S | V | 3,700 D \$ 25.15 | 133,289 | D |
| Common Stock | 02/14/2005 | | S | V | 4,100 D \$ 25 | 129,189 | D |
| Common Stock | 02/14/2005 | | S | V | 900 D \$ 25.2 | 128,289 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|-------------|
| Common Stock | 02/14/2005 | S | 1,300 | D | \$ 25.24 | 126,989 | D | |
| Common Stock | 02/14/2005 | S | 5,000 | D | \$ 25.32 | 121,989 | D | |
| Common Stock | 02/14/2005 | S | 4,500 | D | \$ 25.3 | 117,489 | D | |
| Common Stock | 02/14/2005 | S | 4,600 | D | \$ 25.27 | 112,889 | D | |
| Common Stock | 02/14/2005 | S | 900 | D | \$ 25.36 | 111,989 | D | |
| Common Stock | 02/14/2005 | S | 2,600 | D | \$ 25.25 | 109,389 | D | |
| Common Stock | 02/14/2005 | S | 2,400 | D | \$ 25.34 | 106,989 | D | |
| Common Stock | | | | | | 92 | I | 401(k) Plan |

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

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.

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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 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 7.313 | 02/14/2005 | | M | 15,000 | <u>(1)</u> | 01/28/2010 | Common Stock | 15,000 |
| Employee Stock Options | \$ 12.5 | 02/14/2005 | | M | 15,000 | <u>(2)</u> | 01/29/2009 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ODLE JOHN H 1000 WARREN AVENUE NILES, OH 44446 | X | | Executive Vice President | |

Signatures

John H. Odle by Dawne S. Hickton,
Attorney-in-Fact

02/16/2005

__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) Options vested in three equal installments on January 28, 2001, 2002 and 2003.

(2) Options vested in three 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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