

SULLIVAN FRANK C
Form 5
July 13, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SULLIVAN FRANK C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

2628 PEARL ROAD, P.O. BOX 777

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MEDINA, OH 44258

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) | (A) or (D) | 5. Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|--|---|
| Common Stock, \$0.01 par value | 11/30/2011 | Â | G | 4,500 | D | \$ 0 | 862,618 (1) | D | Â |
| Common Stock, \$0.01 par | 12/15/2011 | Â | G | 1,000 | A | \$ 0 | 10,109 | I | By Thomas C. and Sandra S. Sullivan |

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| | | | | | | | | | | |
|--------------------------------|---|---|---|---|---|---|----------------------|---|--|---|
| value | | | | | | | | | | Irrevocable Grandchildren's Trust dated May 8, 2006 |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 3,000 | I | | As custodian for son |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 3,000 | I | | As custodian for son |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 3,000 | I | | As custodian for son |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 900 | I | | As custodian for son |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 3,979 ⁽²⁾ | D | | ^ |

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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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | ^ | ^ | ^ | ^ | ^ ^ | ^ ⁽⁴⁾ | ^ ⁽⁴⁾ | Common Stock | 125,000 |

