

SULLIVAN THOMAS C  
Form 4  
January 24, 2005

**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 \*  
SULLIVAN THOMAS 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)  
2628 PEARL ROAD, P.O. BOX 777  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/20/2005

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

MEDINA, OH 44258  
(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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	01/20/2005		M		78,125	A	\$ 12.64	292,477	D	
Common Stock, \$0.01 par value	01/20/2005		S		78,125	D	\$ 18.2864	214,352	D	
Common Stock, \$0.01 par value								17,363	I	By Spouse



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Granted pursuant to the RPM International Inc. 1989 Stock Option Plan, as amended, in an exempt transaction under Rule 16b-3. These options vest and become exercisable in 25% increments over four years commencing one year after the date of grant. These options were granted in 1996 and expire 10 years from the date of grant.

(3) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

Granted pursuant to the RPM International Inc. 1996 Key Employees Stock Option Plan, as amended, in an exempt transaction under

(4) Rule 16b-3. These options vest and become exercisable in 25% increments over four years commencing one year after the date of grant. These options were granted in 1997 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.

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.