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RTI INTERNATIONAL METALS INC

Form 4

October 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

GALLATIN RONALD L

1. Name and Address of Reporting Person *

See Instruction

| | | | RTI INTERNATIONAL METALS INC [RTI] | | | (Check all applicable) | | | | | |
|--------------------------------------|--|--------------|--|--|--------|---|-------------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | X Director 10% Owner Officer (give title below) Other (specify below) | | | | | |
| 1000 WARREN AVENUE | | | 10/07/2005 | | | | | ŕ | ŕ | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| NILES, OH 44446 | | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution | med on Date, if Day/Year) | 3. Transactio Code (Instr. 8) | (A) | | | Owned Indirect (I) Ov | | | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 10/07/2005 | | | M | 3,000 | A | \$ 9.575 | 14,224 | D | | |
| Common Stock | 10/07/2005 | | | M | 2,000 | A | \$ 10.22 | 16,224 | D | | |
| Common Stock | 10/07/2005 | | | S | 800 | D | \$ 37.49 | 15,424 | D | | |
| Common Stock | 10/07/2005 | | | S | 1,800 | D | \$ 37.54 | 13,624 | D | | |
| Common Stock | 10/07/2005 | | | S | 1,900 | D | \$ 37.29 | 11,724 | D | | |

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Common Stock 10/07/2005 S 500 D \$ 37.31 11,224 D

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

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SEC 1474

(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) | |
|---|---|---|---|---|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 9.575 | 10/07/2005 | | M | 3,000 | <u>(1)</u> | 01/25/2012 | Common Stock | 3,000 |
| Employee Stock Options | \$ 10.22 | 10/07/2005 | | M | 2,000 | (2) | 01/31/2013 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | |
| GALLATIN RONALD L | | | | | | |
| 1000 WARREN AVENUE | X | | | | | |

1000 WARREN AVENUE NILES, OH 44446

Signatures

Ronald L. Gallatin by Dawne S. Hickton, Attorney-in-Fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 annual installments on January 25, 2003, 2004 and 2005.
- (2) Options vested (or will vest) in three equal annual installments on January 31, 2004, 2005, and 2006.

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.