

RTI INTERNATIONAL METALS INC
 Form 4
 July 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Whalen Chad

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Gen. Counsel & SVP - Govt. Rel

1000 WARREN AVENUE

(Street)

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

NILES, OH 44446

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/23/2015 | | A | 13,904 (1) A \$ 0 | 36,480 | D | |
| Common Stock | 07/23/2015 | | F | 2,455 D \$ 28.48 | 34,025 | D | |
| Common Stock | 07/23/2015 | | D | 3,202 D (2) | 30,823 | D | |
| Common Stock | 07/23/2015 | | D | 10,702 D (3) | 20,121 | D | |
| Common Stock | 07/23/2015 | | D | 4,814 D (4) | 15,307 | D | |

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Common Stock 07/23/2015 D 15,307 D (5) 0 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 83.41 | 07/23/2015 | | D | 10,000 | (6) 02/19/2017 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 51.17 | 07/23/2015 | | D | 1,900 | (6) 01/25/2018 | Common Stock | 1,900 |
| Employee Stock Option (Right to Buy) | \$ 25.18 | 07/23/2015 | | D | 3,500 | (6) 01/29/2020 | Common Stock | 3,500 |
| Employee Stock Option (Right to Buy) | \$ 28.47 | 07/23/2015 | | D | 3,477 | (6) 01/28/2021 | Common Stock | 3,477 |
| Employee Stock Option (Right to Buy) | \$ 24.62 | 07/23/2015 | | D | 3,392 | (6) 01/27/2022 | Common Stock | 3,392 |

| | | | | | | | | |
|--|----------|------------|---|-------|-------------|------------|-----------------|-------|
| Employee Stock Option (Right to Buy) | \$ 29.13 | 07/23/2015 | D | 3,275 | <u>(8)</u> | 01/25/2023 | Common Stock | 3,275 |
| Employee Stock Option (Right to Buy) | \$ 31.19 | 07/23/2015 | D | 3,913 | <u>(9)</u> | 01/31/2024 | Common Stock | 3,913 |
| Employee Stock Option (Right to Buy) | \$ 22.21 | 07/23/2015 | D | 7,510 | <u>(10)</u> | 01/30/2025 | Common Stock | 7,510 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whalen Chad 1000 WARREN AVENUE NILES, OH 44446 | | | Gen. Counsel & SVP - Govt. Rel | |

Signatures

/s/ Chad Whalen 07/27/2015

 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) Deemed earned under 2013, 2014 and 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").
 - (2) Shares of Issuer common stock deemed earned under 2013 performance share awards and disposed of pursuant to the Merger Agreement in exchange for the right to receive (i) 2.8315 shares of common stock of Alcoa, Inc. (market value \$9.96 per share) and (ii) any applicable cash in lieu of fractional shares (together, the "Merger Consideration").
 - (3) Shares underlying 2014 and 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 30,302 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
 - (4) Restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 13,630 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
 - (5) Shares of Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.
 - (6) This option is fully vested.
 - (7) Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying the option (rounded down to the nearest whole number of shares) multiplied by 2.8315 at an exercise price equal to the exercise price (rounded up to the nearest whole cent) divided by 2.8315.

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- (8) This option originally provided for vesting in three equal installments beginning on January 24, 2014.
- (9) This option originally provided for vesting in three equal installments beginning on January 31, 2015.
- (10) This option originally provided for vesting in three equal installments beginning on January 30, 2016.

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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