

RTI INTERNATIONAL METALS INC
 Form 4
 July 27, 2015

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 *
 McAuley Michael G

2. Issuer Name and Ticker or Trading Symbol
 RTI INTERNATIONAL METALS INC [RTI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior V.P. and CFO

(Last) (First) (Middle)
 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500
 (Street)

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

PITTSBURGH, PA 15108

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

(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 Ownership (Instr. 4)	
			Code	V	Amount or (D) Price			
Common Stock	07/23/2015		A		7,052 (1)	A	\$ 0 13,131 (2)	D
Common Stock	07/23/2015		D		7,052	D	(3) 6,079	D
Common Stock	07/23/2015		D		6,079	D	(4) 0	D

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

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 (9-02)

displays a currently valid OMB control number.

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
Employee Stock Option (Right to Buy)	\$ 25.12	07/23/2015		D	10,000	<u>(5)</u> 07/24/2024	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.21	07/23/2015		D	8,665	<u>(7)</u> 01/30/2025	Common Stock	8,665

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McAuley Michael G
1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500
PITTSBURGH, PA 15108

Senior V.P. and CFO

Signatures

/s/ Chad Whalen, as
Attorney-in-Fact

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 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").

(2) Includes 324 shares acquired by the reporting person pursuant to the Issuer's Employee Stock Purchase Plan since the last reportable transaction.

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- (3) Shares underlying 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 19,967 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
- Includes (a) 5,555 restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 15,728 shares of common stock of Alcoa, Inc. (market value \$9.96 per share) and (b) 524 shares acquired pursuant to the Issuer's
- (4) Employee Stock Purchase Plan 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.
- (5) This option originally provided for vesting in three equal installments beginning on July 24, 2015.
- Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying
- (6) 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.
- (7) 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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