

RPM INTERNATIONAL INC/DE/

Form 4

April 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HASMAN GLENN R

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)
04/15/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP-Finance & Communications

MEDINA, OH 44258

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.01 par value	04/15/2005		M		2,375	A \$ 12.64	34,653 D
Common Stock, \$0.01 par value						18,044	I By wife
Common Stock, \$0.01 par value						2,993 ⁽¹⁾	I By 401(k) Plan

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

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(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
Stock Option (Right to Buy)	\$ 12.64	04/15/2005		M	2,375	07/18/1999 07/18/2005	Common Stock 2,375
Stock Option (Right to Buy)	(2)					(3) (3)	Common Stock 147,925
Phantom Stock	(4)					(5) (5)	Common Stock 916

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HASMAN GLENN R 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	VP-Finance & Communications

Signatures

/s/ Glenn R. Hasman, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated November 1, 2004 on file with the Commission

04/19/2005

__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) Approximate number of shares held as of October 29, 2004 in the account of reporting person by Wachovia Bank, N.A., as Trustee of the RPM International Inc. 401(k) Trust and Plan, as amended.

(2) 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 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 between 1997 and 2004 and expire 10 years from the date of grant.

(4) 1-for-1

(5) Upon cessation of employment in accordance with the terms and conditions of the RPM International Inc. Deferred Compensation Plan, as amended.

(6) These phantom stock units represent the stock equivalent value of the restricted stock dividends held in the reporting person's account under the RPM International Inc. Deferred Compensation Plan, as amended, and dividends accrued thereon.

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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