

RTI INTERNATIONAL METALS INC

Form 4

February 03, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarley James L

(Last) (First) (Middle)

C/O RTI INTERNATIONAL
METALS, INC., 1550
CORAOPOLIS HEIGHTS ROAD,
SUITE 500

(Street)

PITTSBURGH, PA 15101-2973

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP - Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	01/30/2015		A	Amount (1) 9,534	A \$ 0 41,732 (2)	D	
Common Stock	01/30/2015		A	Amount (3) 3,556	A \$ 0 45,288	D	
Common Stock					4,856.698 (4)	I	401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	\$ 22.21	01/30/2015		A		14,872		<u>(5)</u>	01/30/2025	Common Stock	14,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarley James L C/O RTI INTERNATIONAL METALS, INC. 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500 PITTSBURGH, PA 15101-2973			EVP - Operations	

Signatures

James L. McCarley by Chad Whalen,
Attorney-in-Fact

02/03/2015

__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) Represents shares of common stock underlying a restricted stock unit award that vests ratably on January 29, 2016, January 30, 2017 and January 31, 2018.
- (2) Includes 947 shares acquired by the reporting person pursuant to the Company's Employee Stock Purchase Plan since the last reportable transaction.
- (3) Payout of Performance Share Awards for the three-year performance period ended 12/31/2014.
- Represents the number of units ("Units") reported to RTI and to the reporting person reflecting the reporting person's interest in a unitized
- (4) RTI common stock fund (the "RTI Stock Fund") available to participants of the RTI International Metals, Inc. Employee Savings and Investment Plan (the "401(k) Plan"). Each Unit represents an unspecified number of shares of RTI common stock.

Edgar Filing: RTI INTERNATIONAL METALS INC - Form 4

(5) Employee stock options which shall vest in three ratable installments on January 30, 2016, 2017 and 2018.

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.