

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 \*  
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)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior V.P. and CFO

1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500

07/23/2015

(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

PITTSBURGH, PA 15108

(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 (D) Price			
Common Stock	07/23/2015		A	7,052 (1) \$ 0	13,131 (2)	D	
Common Stock	07/23/2015		D	7,052 (3)	6,079	D	
Common Stock	07/23/2015		D	6,079 (4)	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)

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**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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.12	07/23/2015		D	10,000	(5) 07/24/2024		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.21	07/23/2015		D	8,665	(7) 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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