

RTI INTERNATIONAL METALS INC

Form 4

February 08, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBS LAWRENCE W

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)
1000 WARREN AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President & CFO

NILES, OH 44446

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)
Common Stock	02/04/2005		M	V Amount (A) or (D) Price 12,500 A \$ 9.575	50,910	D	
Common Stock	02/04/2005		S	900 D \$ 24.25	50,010	D	
Common Stock	02/04/2005		S	1,100 D \$ 24.3	48,910	D	
Common Stock	02/04/2005		S	1,000 D \$ 24.25	47,910	D	
Common Stock	02/04/2005		S	1,000 D \$ 24.29	46,910	D	

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Common Stock	02/04/2005	S	1,000	D	\$ 24.22	45,910	D	
Common Stock	02/04/2005	S	7,500	D	\$ 24.2	38,410	D	
Common Stock						200	I	UGTM Trust
Common Stock						3,289	I	401(k) Plan

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
Employee Stock Options	\$ 9.575	02/04/2005		M	12,500	<u>(1)</u> 01/24/2012	Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JABOBS LAWRENCE W 1000 WARREN AVENUE NILES, OH 44446	Vice President & CFO

Signatures

Lawrence W. Jacobs by Dawne S. Hickton,
Attorney-in-Fact 02/08/2005

__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) Options vested in three equal installments on January 25, 2003, 2004 and 2005.

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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