

RTI INTERNATIONAL METALS INC

Form 4

March 12, 2007

**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 \*  
RUPERT TIMOTHY 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)

1000 WARREN AVENUE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President &amp; CEO

NILES, OH 44446

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/08/2007                              |                                                             | M                                    | 5,000                                                                   | A                | \$<br>14.96                                                                                                        | 149,982                                                              | D                                                                 |
| Common<br>Stock                       | 03/08/2007                              |                                                             | S                                    | 1,387                                                                   | D                | \$ 86                                                                                                              | 148,595                                                              | D                                                                 |
| Common<br>Stock                       | 03/08/2007                              |                                                             | S                                    | 2,663                                                                   | D                | \$<br>86.01                                                                                                        | 146,932                                                              | D                                                                 |
| Common<br>Stock                       | 03/08/2007                              |                                                             | S                                    | 200                                                                     | D                | \$<br>86.02                                                                                                        | 145,732                                                              | D                                                                 |
| Common<br>Stock                       | 03/08/2007                              |                                                             | S                                    | 200                                                                     | D                | \$<br>86.03                                                                                                        | 145,532                                                              | D                                                                 |

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|              |            |   |        |   |          |                          |   |           |
|--------------|------------|---|--------|---|----------|--------------------------|---|-----------|
| Common Stock | 03/08/2007 | S | 100    | D | \$ 86.04 | 145,432                  | D |           |
| Common Stock | 03/08/2007 | S | 100    | D | \$ 86.05 | 145,332                  | D |           |
| Common Stock | 03/08/2007 | S | 200    | D | \$ 86.08 | 145,132                  | D |           |
| Common Stock | 03/08/2007 | S | 150    | D | \$ 86.09 | 144,982                  | D |           |
| Common Stock | 03/09/2007 | M | 10,000 | A | \$ 21.5  | 154,982                  | D |           |
| Common Stock | 03/09/2007 | M | 3,333  | A | \$ 45.09 | 158,315                  | D |           |
| Common Stock | 03/09/2007 | S | 7,450  | D | \$ 86.5  | 150,865                  | D |           |
| Common Stock | 03/09/2007 | S | 3,533  | D | \$ 86.51 | 147,332                  | D |           |
| Common Stock | 03/09/2007 | S | 1,650  | D | \$ 86.52 | 145,682                  | D |           |
| Common Stock | 03/09/2007 | S | 400    | D | \$ 86.53 | 145,282                  | D |           |
| Common Stock | 03/09/2007 | S | 200    | D | \$ 86.54 | 145,082                  | D |           |
| Common Stock | 03/09/2007 | S | 100    | D | \$ 86.56 | 144,982                  | D |           |
| Common Stock |            |   |        |   |          | 2,259.929 <sup>(1)</sup> | I | 401k Plan |

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

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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)                                                                                 |                                                          | Title                                                         |

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|                              |          |            |   |        | Date<br>Exercisable | Expiration<br>Date |                 | Amount<br>or<br>Number<br>of Shares |
|------------------------------|----------|------------|---|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Employee<br>Stock<br>Options | \$ 14.96 | 03/08/2007 | M | 5,000  | (2)                 | 01/30/2014         | Common<br>Stock | 5,000                               |
| Employee<br>Stock<br>Options | \$ 21.5  | 03/09/2007 | M | 10,000 | (3)                 | 01/28/2015         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Options | \$ 45.09 | 03/09/2007 | M | 3,333  | (4)                 | 01/27/2016         | Common<br>Stock | 3,333                               |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                 |       |
|-----------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                           | Director      | 10% Owner | Officer         | Other |
| RUPERT TIMOTHY G<br>1000 WARREN AVENUE<br>NILES, OH 44446 | X             |           | President & CEO |       |

## Signatures

Timothy G. Rupert by Chad Whalen,  
Attorney-in-Fact

03/12/2007

\_\_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 the number of units reported to RTI and to the reporting person reflecting the reporting person's interest in a unitized RTI common stock fund made available to participants in the RTI International Metals, Inc. Employee Savings and Investment Plan.
- (2) Options vested in three equal annual installments on January 30, 2005, 2006, and 2007.
- (3) Options vest in three equal annual installments on January 28, 2006, 2007 and 2008.
- (4) Options vest in three equal annual installments on January 27, 2007, 2008, and 2009.

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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