

RTI INTERNATIONAL METALS INC

Form 4

March 14, 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

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 *
Wellham Michael Channing

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)
03/12/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SVP-Fabrication & Distribution

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	03/12/2007		M	1,333 A	\$ 14.96 9,163	D	
Common Stock	03/12/2007		M	838 A	\$ 21.5 10,001	D	
Common Stock	03/12/2007		S	2,171 D	\$ 87.5 7,830	D	
Common Stock					962.43 ⁽¹⁾	I	401(k) 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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 14.96	03/12/2007		M	1,333	<u>(2)</u>	01/30/2014	Common Stock	1,333
Employee Stock Options	\$ 21.5	03/12/2007		M	838	<u>(3)</u>	01/28/2015	Common Stock	838

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wellham Michael Channing 1000 WARREN AVENUE NILES, OH 44446	SVP-Fabrication & Distribution

Signatures

Michael C. Wellham by Chad Whalen,
Attorney-in-Fact 03/14/2007

__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 installments on January 30, 2005, 2006, and 2007.

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(3) Options vest in three equal installments on January 28, 2006, 2007, and 2008.

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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