

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 \*  
 Hull William T

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)  
 07/23/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & Chief Risk Officer

1000 WARREN AVENUE

(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

NILES, OH 44446

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 07/23/2015                           |  | A                              |   | 16,679<br>(1) \$ 0  | D  |   |
| Common Stock                    | 07/23/2015                           |  | F                              |   | 3,796 \$ 28.48  | D  |   |
| Common Stock                    | 07/23/2015                           |  | D                              |   | 5,236 (2) 46,376  | D  |   |
| Common Stock                    | 07/23/2015                           |  | D                              |   | 11,443 (3) 34,933   | D  |   |
| Common Stock                    | 07/23/2015                           |  | D                              |   | 5,007 (4) 29,926  | D  |   |



|  |          |            |   |       |             |            |                 |       |
|--|----------|------------|---|-------|-------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 28.47 | 07/23/2015 | D | 4,714 | <u>(6)</u>  | 01/28/2021 | Common<br>Stock | 4,714 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 24.62 | 07/23/2015 | D | 4,602 | <u>(6)</u>  | 01/27/2022 | Common<br>Stock | 4,602 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 29.13 | 07/23/2015 | D | 4,463 | <u>(8)</u>  | 01/25/2023 | Common<br>Stock | 4,463 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 31.19 | 07/23/2015 | D | 4,336 | <u>(9)</u>  | 01/31/2024 | Common<br>Stock | 4,336 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 22.21 | 07/23/2015 | D | 7,810 | <u>(10)</u> | 01/30/2025 | Common<br>Stock | 7,810 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Hull William T<br>1000 WARREN AVENUE<br>NILES, OH 44446 |               |           | SVP & Chief Risk Officer |       |

## 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 2013, 2014 and 2015 performance share awards as described in a merger agreement among the Issuer, Alcoa, Inc. and Ranger Ohio Corporation (the "Merger Agreement").
- (2) Shares of Issuer common stock deemed earned under 2013 performance share awards 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)

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any applicable cash in lieu of fractional shares (together, the "Merger Consideration").

- (3) Shares underlying 2014 and 2015 performance share awards disposed of pursuant to the Merger Agreement by conversion into time-based awards in respect of 32,400 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
- (4) Restricted stock units disposed of pursuant to the Merger Agreement by conversion into restricted stock units in respect of 14,177 shares of common stock of Alcoa, Inc. (market value \$9.96 per share).
- (5) Issuer common stock disposed of pursuant to the Merger Agreement in exchange for the right to receive the Merger Consideration.
- (6) This option is fully vested.  
Option converted into an option to purchase the number of shares of Alcoa, Inc. common stock equal to the number of shares underlying 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.
- (8) This option originally provided for vesting in three equal installments beginning on January 24, 2014.
- (9) This option originally provided for vesting in three equal installments beginning on January 31, 2015.
- (10) 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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