

RTI INTERNATIONAL METALS INC
 Form 4/A
 December 07, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 ODLE JOHN H

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)
 11/29/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

NILES, OH 44446
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/30/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock	11/29/2004		M		7,500 (1) A \$ 7.313	124,260	D
Common Stock	11/29/2004		S		500 (1) D \$ 21.59	123,760	D
Common Stock	11/29/2004		S		2,000 (1) D \$ 21.55	121,760	D
Common Stock	11/29/2004		S		5,000 (1) D \$ 21.5	116,760	D
Common Stock	11/30/2004		M		2,500 (1) A \$ 7.313	119,260	D

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Common Stock	11/30/2004		S	2,500 <u>(1)</u>	D	\$ 21.65	116,760	D	
Common Stock							92	I	401k 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)	8. Amount or Number of Shares
Employee Stock Options	\$ 7.313	11/29/2004		M	7,500	<u>(2)</u> 01/27/2010	Common Stock	7,500 <u>(1)</u>
Employee Stock Options	\$ 7.313	11/30/2004		M	2,500	<u>(2)</u> 01/27/2010	Common Stock	2,500 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ODLE JOHN H 1000 WARREN AVENUE NILES, OH 44446	X Executive Vice President

Signatures

John H. Odle by Dawne S. Hickton,
Attorney-in-Fact

12/07/2004

 **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) While all transactions reported on this amended Form 4 were previously reported on the reporting person's original Form 4, such transactions were disclosed entirely on Table II. Consequently, this amendment is being filed to amend and restate the original Form 4 in its entirety.
- (2) Options vested in three equal installments on January 28, 2001, 2002, and 2003.

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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