

RTI INTERNATIONAL METALS INC
 Form 4
 March 12, 2007

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 *
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 & CEO

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

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

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 | 03/08/2007 | | M | | 5,000 | A | \$ 14.96 |
| Common Stock | 03/08/2007 | | S | | 1,387 | D | \$ 86 |
| Common Stock | 03/08/2007 | | S | | 2,663 | D | \$ 86.01 |
| Common Stock | 03/08/2007 | | S | | 200 | D | \$ 86.02 |
| Common Stock | 03/08/2007 | | S | | 200 | D | \$ 86.03 |

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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 ⁽¹⁾ | 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 Exercisable | Expiration Date | | Amount or Number of Shares |
|------------------------------|----------|------------|---|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Employee Stock Options | \$ 14.96 | 03/08/2007 | M | 5,000 | (2) | 01/30/2014 | Common Stock | 5,000 |
| Employee Stock Options | \$ 21.5 | 03/09/2007 | M | 10,000 | (3) | 01/28/2015 | Common Stock | 10,000 |
| Employee Stock Options | \$ 45.09 | 03/09/2007 | M | 3,333 | (4) | 01/27/2016 | Common Stock | 3,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUPERT TIMOTHY G 1000 WARREN AVENUE 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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