

RUPERT TIMOTHY G

Form 4

November 30, 2004

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 *
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)
11/26/2004

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & 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 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	11/26/2004		S		4,600	D	\$ 21 167,997
Common Stock	11/26/2004		S		400	D	\$ 21.01 167,597
Common Stock	11/29/2004		S		6,000	D	\$ 21.15 161,597
Common Stock	11/29/2004		S		2,000	D	\$ 21.2 159,597
Common Stock	11/29/2004		S		5,000	D	\$ 21.25 154,597

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Common Stock	11/29/2004	S	4,000	D	\$ 21.33	150,597	D	
Common Stock	11/29/2004	S	12,700	D	\$ 21.5	137,897	D	
Common Stock						826	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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 21.24	11/26/2004		M	2,500	01/28/2000 01/28/2010	Employee Stock Options 2,500
Employee Stock Options	\$ 21.2	11/29/2004		M	7,500	01/28/2000 01/28/2010	Employee Stock Options 7,500
Employee Stock Options	\$ 21.3	11/29/2004		M	7,500	01/28/2000 01/28/2010	Employee Stock Options 7,500
Employee Stock Options	\$ 21.32	11/29/2004		M	600	01/28/2000 01/28/2010	Employee Stock Options 600
Employee Stock Options	\$ 21.35	11/29/2004		M	1,900	01/28/2000 01/28/2010	Employee Stock Options 1,900
Employee Stock Options	\$ 21.4	11/29/2004		M	10,000	01/28/2000 01/28/2010	Employee Stock Options 10,000
	\$ 21.65	11/29/2004		M	100	01/29/1999 01/29/2009	100

Employee
Stock
Options

Employee
Stock
Options

Employee
Stock
Options

\$ 21.55

11/30/2004

M

7,500

01/29/1999

01/29/2009

Employee
Stock
Options

7,500

Employee
Stock
Options

\$ 21.65

11/30/2004

M

7,400

01/29/1999

01/29/2009

Employee
Stock
Options

7,400

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 Dawne S. Hickton,
Attorney-in-Fact

11/30/2004

____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).

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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