

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 *
 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
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/26/2004 | | M | | 2,500 (1) \$ 7.313 | A | 175,097 D |
| Common Stock | 11/29/2004 | | M | | 27,500 (1) \$ 7.313 | A | 202,597 D |
| Common Stock | 11/29/2004 | | M | | 100 (1) \$ 12.5 | A | 202,697 D |
| Common Stock | 11/30/2004 | | M | | 14,900 (1) \$ 12.5 | A | 217,597 D |
| Common Stock | 11/26/2004 | | S | | 4,600 (1) \$ 21 | D | 212,997 D |

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| | | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|---------|---|-------------|
| Common Stock | 11/26/2004 | S | 400 ⁽¹⁾ | D | \$ 21.01 | 212,597 | D | |
| Common Stock | 11/26/2004 | S | 2,500 ⁽¹⁾ | D | \$ 21.24 | 210,097 | D | |
| Common Stock | 11/29/2004 | S | 6,000 ⁽¹⁾ | D | \$ 21.15 | 204,097 | D | |
| Common Stock | 11/29/2004 | S | 9,500 ⁽¹⁾ | D | \$ 21.2 | 194,597 | D | |
| Common Stock | 11/29/2004 | S | 5,000 ⁽¹⁾ | D | \$ 21.25 | 189,597 | D | |
| Common Stock | 11/29/2004 | S | 7,500 ⁽¹⁾ | D | \$ 21.3 | 182,097 | D | |
| Common Stock | 11/29/2004 | S | 600 ⁽¹⁾ | D | \$ 21.32 | 181,497 | D | |
| Common Stock | 11/29/2004 | S | 4,000 ⁽¹⁾ | D | \$ 21.33 | 177,497 | D | |
| Common Stock | 11/29/2004 | S | 1,900 ⁽¹⁾ | D | \$ 21.35 | 175,597 | D | |
| Common Stock | 11/29/2004 | S | 10,000 ⁽¹⁾ | D | \$ 21.4 | 165,597 | D | |
| Common Stock | 11/29/2004 | S | 12,700 ⁽¹⁾ | D | \$ 21.5 | 152,897 | D | |
| Common Stock | 11/29/2004 | S | 100 ⁽¹⁾ | D | \$ 21.65 | 152,797 | D | |
| Common Stock | 11/30/2004 | S | 7,500 ⁽¹⁾ | D | \$ 21.55 | 145,297 | D | |
| Common Stock | 11/30/2004 | S | 7,400 ⁽¹⁾ | D | \$ 21.65 | 137,897 | D | |
| Common Stock | | | | | | 826 | I | 401(k) 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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| | Derivative Security | or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|---------------------|---|------------|------|---|-----|--------|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | | |
| Employee Stock Options | \$ 7.313 | | 11/26/2004 | M | | | 2,500 | <u>(2)</u> | 01/27/2010 | Common Stock | 2,500 |
| Employee Stock Options | \$ 7.313 | | 11/29/2004 | M | | | 27,500 | <u>(2)</u> | 01/27/2010 | Common Stock | 27,500 |
| Employee Stock Options | \$ 12.5 | | 11/29/2004 | M | | | 100 | <u>(3)</u> | 01/28/2009 | Common Stock | 100 |
| Employee Stock Options | \$ 12.5 | | 11/30/2004 | M | | | 14,900 | <u>(3)</u> | 01/28/2009 | Common Stock | 14,900 |

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 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).
- While all transactions reported on this amended Form 4 were previously reported on the reporting person's original Form 4, such
- (1) 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 3 equal installments on January 28, 2001, 2002 and 2003.
 - (3) Options vested in 3 equal installments on January 29, 2000, 2001 and 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.