

RTI INTERNATIONAL METALS INC
 Form 4
 February 04, 2014

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 *
 McCarley James L

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)
 C/O RTI INTERNATIONAL METALS, INC., 1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Operations

(Street)
 PITTSBURGH, PA 15101-2973

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	01/31/2014		A		6,183 ⁽¹⁾	A	\$ 0 29,432
Common Stock	01/31/2014		F		1,026	D	\$ 31.19 28,406
Common Stock	01/31/2014		A		2,965 ⁽²⁾	A	\$ 0 31,371
Common Stock	01/31/2014		F		907	D	\$ 31.19 31,251 ⁽³⁾

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Common Stock	01/31/2014	I	3,206.325 (4)	A	\$ 11.08 (5)	3,206.325 (6)	I	401(k) Plan
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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	\$ 31.19	01/31/2014		A	8,032	(7) 01/31/2024	Common Stock	8,032

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCarley James L
C/O RTI INTERNATIONAL METALS, INC.
1550 CORAOPOLIS HEIGHTS ROAD, SUITE 500
PITTSBURGH, PA 15101-2973

EVP -
Operations

Signatures

James L. McCarley by Chad Whalen,
Attorney-in-Fact

02/04/2014

__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) Award of restricted stock made to a reporting person exempt under Rule 16b-3.

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- (2) Payout of Performance Share Awards for the three-year performance period ended 12/31/2013.
- (3) Includes 787 shares acquired by the reporting person pursuant to the Company's Employee Stock Purchase Plan since the last reportable transaction.
Represents the number of units ("Units") acquired by the reporting person in a unitized RTI common stock fund (the "RTI Stock Fund")
- (4) available to participants in the RTI International Metals, Inc. Employee Savings and Investment Plan (the "401(k) Plan"). Each Unit represents an unspecified number of shares of RTI common stock.
- (5) Denotes price per unit.
- (6) Represents the number of Units reported to RTI and to the reporting person reflecting the reporting person's interest in the RTI Stock Fund under the 401(k) Plan.
- (7) Employee stock options which shall vest in three ratable installments on January 31, 2015, 2016 and 2017.

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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