

RTI INTERNATIONAL METALS INC  
 Form 4  
 February 04, 2014

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(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

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

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|                 |            |   |                         |   |                           |                      |   |                |
|-----------------|------------|---|-------------------------|---|---------------------------|----------------------|---|----------------|
| Common<br>Stock | 01/31/2014 | I | 3,206.325<br><u>(4)</u> | A | \$<br>11.08<br><u>(5)</u> | 3,206.325 <u>(6)</u> | I | 401(k)<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8<br>D<br>S<br>(1   |                    |                 |  |
|---|--|---|---|---|---|--|---|---------------------|--------------------|-----------------|--|
|   |  |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Options                        | \$ 31.19   | 01/31/2014                              |   | A                                       | 8,032   | <u>(7)</u>   |   | 01/31/2024          |                    | Common<br>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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