

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)

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

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

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

(Street)

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

PITTSBURGH, PA 15101-2973

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

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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.

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.