

RUPERT TIMOTHY G
Form 4
November 30, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/26/2004 | | S | 4,600 | D \$ 21 | 167,997 | D |
| Common Stock | 11/26/2004 | | S | 400 | D \$ 21.01 | 167,597 | D |
| Common Stock | 11/29/2004 | | S | 6,000 | D \$ 21.15 | 161,597 | D |
| Common Stock | 11/29/2004 | | S | 2,000 | D \$ 21.2 | 159,597 | D |
| Common Stock | 11/29/2004 | | S | 5,000 | D \$ 21.25 | 154,597 | D |

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 \$ 21.55 11/30/2004 M 7,500 01/29/1999 01/29/2009

Employee
Stock 7,500
Options

Employee
Stock \$ 21.65 11/30/2004 M 7,400 01/29/1999 01/29/2009

Employee
Stock 7,400
Options

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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