

RUPERT TIMOTHY G
Form 4
November 30, 2006

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)
11/28/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/28/2006 | | M | | 11,000 A \$ 25.5625 | 149,763 | D |
| Common Stock | 11/28/2006 | | M | | 20,000 A \$ 10.22 | 169,763 | D |
| Common Stock | 11/28/2006 | | S | | 1,000 D \$ 71.741 | 168,763 | D |
| Common Stock | 11/28/2006 | | S | | 9,000 D \$ 71.511 | 159,763 | D |
| Common Stock | 11/28/2006 | | S | | 10,000 D \$ 71.5639 | 149,763 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|-----------|
| Common Stock | 11/28/2006 | S | 11,000 | D | \$ 71.1438 | 138,763 | D | |
| Common Stock | | | | | | 826 | I | 401k 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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 25.5625 | 11/28/2006 | | M | 11,000 | <u>(1)</u> 01/24/2007 | Common Stock | 11,000 | |
| Employee Stock Options | \$ 10.22 | 11/28/2006 | | M | 20,000 | <u>(2)</u> 01/31/2013 | Common Stock | 20,000 | |

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
11/30/2006

**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) Options vested in three equal annual installments on January 24, 1998, 1999 and 2000.
- (2) Options vested in three equal annual installments on January 31, 2004, 2005 and 2006.

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.