

RPM INTERNATIONAL INC/DE/
Form 4
November 03, 2008

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 *
PAPENBROCK WILLIAM A

2. Issuer Name and Ticker or Trading Symbol
RPM INTERNATIONAL INC/DE/
[RPM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008

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

C/O RPM INTERNATIONAL
INC., 2628 PEARL ROAD, P.O.
BOX 777

(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

MEDINA, OH 44258

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$0.01 Par Value	10/31/2008		F(1)	570	D	\$ 14.2	28,772 (2)	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPENBROCK WILLIAM A C/O RPM INTERNATIONAL INC. 2628 PEARL ROAD, P.O. BOX 777 MEDINA, OH 44258	X			

Signatures

/s/ William A. Papenbrock, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 10, 2007 on file with the Commission 11/03/2008

**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).
- On October 31, 2008, 2,000 shares of Common Stock issued to the reporting person pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors (the "Plan") vested. In accordance with the terms of the Plan, the reporting person disposed of 570 shares of Common Stock back to the Issuer to satisfy tax obligations of the reporting person.
- (2) Includes 7,900 shares of restricted Common Stock issued pursuant to the RPM International Inc. 2003 Restricted Stock Plan for Directors.

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. -BOTTOM: 0pt; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; TEXT-ALIGN: center">REPORTING

PERSON

WITH

5

SOLE VOTING POWER

Invesco Institutional (N.A.), Inc. – 1,291,580

Invesco Management S.A. – 900

Invesco PowerShares Capital Management LLC – 9,742

6

SHARED VOTING POWER

Invesco Institutional (N.A.), Inc. – 18,800

7

SOLE DISPOSITIVE POWER

Invesco Institutional (N.A.), Inc. – 1,833,459

Invesco Global Asset Management (N.A.), Inc. – 22,000

Invesco Management S.A. – 900

Invesco PowerShares Capital Management LLC – 9,742

8

SHARED DISPOSITIVE POWER

Invesco Institutional (N.A.), Inc. – 11,300

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,877,401

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5%

12

TYPE OF REPORTING PERSON*

IA, HC. See Items 2 and 3 of this statement

Item 1(a). Name of Issuer:

Douglas Emmett, Inc.

(b). Address of Issuer's Principal Executive Offices:

808 Wilshire Boulevard; Santa Monica, CA 90401; United States

Item 2(a). Name of Person Filing:

Invesco Ltd.

In accordance with Securities and Exchange Commission Release

No. 34-39538 (January 12, 1998), this statement on Schedule

13G or amendment thereto is being filed by Invesco Ltd.

("Invesco"), a Bermuda Company, on behalf of itself and its

subsidiaries listed in Item 4 of the cover of this statement

Invesco through such subsidiaries provides investment

management services to institutional and individual investors

worldwide.

Executive officers and directors of Invesco or its

subsidiaries may beneficially own shares of the securities of

the issuer to which this statement relates (the "Shares"), and

such Shares are not reported in this statement. Invesco and

its subsidiaries disclaim beneficial ownership of Shares

beneficially owned by any of their executive officers and

directors. Each of Invesco's direct and indirect subsidiaries

also disclaim beneficial ownership of Shares beneficially

owned by Invesco and any other subsidiary.

(b). Address of Principal Business Office or, if none, residence of filing person:

1555 Peachtree Street NE; Atlanta, GA 30309; United States

Explanation of Responses:

(c). Citizenship of filing person:

See the response to Item 2(a) of this statement

(d). Title of Classes of Securities:

REIT .01 par value per share

(e). CUSIP Numbers:

25960P109

Item 3. If this statement is filed pursuant to ss240.13d-1(b) or

240.13d-2(b) or (c), check whether the person filing is a:

(e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)

(g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)

As noted in Item 2 above, Invesco is making this filing on behalf of its subsidiaries listed herein. Each of these entities is either an investment adviser registered with the United States Securities and Exchange Commission under Section 203 of the Investment Advisers Act of 1940, as amended, or under similar laws of other jurisdictions. Invesco is a holding company.

Item 4. Ownership:

Please see responses to Items 5-8 on the cover of this statement, which are incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Explanation of Responses:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being reported on By the Parent Holding Company:

Please see Item 3 of this statement, which is incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of a Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

02/09/2009

Date

Invesco Ltd.

By: /s/ Lisa Brinkley
Lisa Brinkley

Global Compliance Director