

BERKSTRESSER GORDON L
Form 4
December 01, 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

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 *
BERKSTRESSER GORDON 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)
1000 WARREN AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Controller

NILES, OH 44446

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2004		M		4,000	A	\$ 12.5
Common Stock	11/29/2004		M		4,000	A	\$ 15.7813
Common Stock	11/29/2004		M		2,000	A	\$ 9.575
Common Stock	11/29/2004		S		8,900	D	\$ 21.5
Common Stock	11/29/2004		S		1,100	D	\$ 21.54

Common Stock 266 I 401k 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 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. Amount or Number of Shares
Employee Stock Options	\$ 12.5	11/29/2004		M	4,000	<u>(1)</u> 01/28/2009	Common Stock	4,000
Employee Stock Options	\$ 15.7813	11/29/2004		M	4,000	<u>(2)</u> 01/26/2010	Common Stock	4,000
Employee Stock Options	\$ 9.575	11/29/2004		M	2,000	<u>(3)</u> 01/25/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERKSTRESSER GORDON L 1000 WARREN AVENUE NILES, OH 44446			Vice President & Controller	

Signatures

Gordon L. Berkstresser by Dawne S. Hickton, Attorney-in-Fact 12/01/2004

__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).

(1) (1) Options vested equally in 3 installments on January 28, 2000, 2001 and 2002.

(2) (2) Options vested equally in 3 installments on January 25, 2002, 2003 and 2004.

(3) (3) Options vested equally in 3 installments on January 24, 2003, 2004, and 2005.

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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