



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4631

November 10, 2010

*via U.S. mail and facsimile to (330) 220-6006*

Mr. Robert L. Matejka, Senior Vice President and Chief Financial Officer  
RPM International Inc.  
P.O. Box 777  
2628 Pearl Road  
Medina, Ohio

RE: RPM International Inc.  
Definitive Proxy Statement on Schedule 14A  
Filed August 27, 2010  
File No. 1-14187

Dear Mr. Matejka:

We have reviewed your filing and have the following additional comments. If you disagree, we will consider your explanation as to why our comment is inapplicable. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Definitive Proxy Statement Filed August 27, 2010

Compensation Discussion and Analysis, page 22

Role and Executives in Determining Compensation, page 24

1. With a view towards future disclosure, please tell us about the role of your Chief Executive Officer in determining his own compensation. In doing so, please address whether he attends meetings with the Compensation Committee when his compensation is determined and whether he makes recommendations with respect to his own compensation.

Annual Cash Incentive Compensation, page 25

2. We note disclosure that Mr. Knoop was awarded an additional 20% of his base salary as a result of achieving a non-financially measured management objective. With a view towards future disclosure, please provide us with a materially complete description of the objective and what, in the committee's view, Mr. Knoop did to achieve this objective.

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Equity Compensation, page 26

3. With a view towards future disclosure, please tell us how the Compensation Committee determined the amounts of equity award given to each of your named executive officers.

Compensation-Related Risk Assessment, page 31

4. We note your disclosure in response to Item 402(s) of Regulation S-K that you have determined that it is not reasonably likely that your compensation programs would have a material adverse effect on your company. Please describe for us the process you undertook to reach the conclusion that disclosure is not necessary.

\* \* \* \*

As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested supplemental information. Detailed response letters greatly facilitate our review. Please file your response letter on EDGAR. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact Sherry Haywood at (202) 551-3345 or, in her absence, Dieter King, at (202) 551-3338, if you have questions regarding these comments.

Sincerely,

John M. Hartz  
Senior Assistant Chief  
Accountant