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Vice President,
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August 17, 2009

Via Email: rule-comments@sec.gov

Ms. Elizabeth M. Murphy, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Facilitating Shareholder Director Nominations,
Release Nos. 33-9046; 34-60089; IC 28765;
File No. S7-10-09 (June 10, 2009)

Dear Ms. Murphy,

RPM International Inc. welcomes the opportunity to comment on the amendments to the proxy rules under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that the Securities and Exchange Commission (the "Commission") has proposed in the above-referenced release (the "Access Proposal").

RPM International Inc.

RPM International Inc., a Delaware corporation ("RPM"), is a holding company that owns subsidiaries that are world leaders in specialty coatings and sealants serving both industrial and consumer markets. RPM's industrial products include roofing systems, sealants, corrosion control coatings, flooring coatings and specialty chemicals. Industrial brands include Stonhard, Tremco, illbruck, Carboline, Day-Glo, Euco and Dryvit. RPM's consumer products are used by professionals and do-it-yourselfers for home maintenance and improvement, boat repair and maintenance, and by hobbyists. Consumer brands include Zinsser, Rust-Oleum, DAP, Varathane and Testors. RPM is headquartered in Medina, Ohio, and has more than 9,600 employees in the United States and abroad.

Discussion

RPM is submitting this formal written comment to the Commission concerning the Access Proposal because RPM firmly believes that state corporation law can better accommodate differences in business and corporate structure than the universal provisions set forth in the Access Proposal.

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A universal rule applicable to all public companies along the lines proposed by the Commission would fail to accommodate the fact that public companies differ greatly, in both their business and corporate structures. Thousands of public companies operate in a multitude of diverse industries and regulatory environments. Furthermore, there are dramatic differences among public companies in, among other things, their capital structure, board organization, corporate governance practices, and charter or state law requirements governing the substantive and procedural rights and duties of boards and shareholders. In determining an appropriate stockholder access procedure for a company, consideration of the individual facts and circumstances of the company must be taken into account. If not tailored to each company's individual circumstances, compliance with a universal rule would unnecessarily burden companies and create undesired distraction and expense, particularly in the current economic environment.

RPM believes a more appropriate approach is one that avoids unintended consequences through its incremental development, and one that can better respond to diversity in business strategy, profit model, size, scope and ownership structure. RPM respectfully submits that the continued development of state corporate laws for proxy access provides the best mechanism through which to address the issue in light of the significant differences among the thousands of corporations whose shares are held by the public. Director elections and stockholder rights have traditionally been governed by state corporate law, and RPM continues to believe that this is the appropriate forum in which to address issues of proxy access.

Conclusion

RPM urges the Commission to decline to adopt the Access Proposal. The Commission should instead allow proxy access systems to develop under the framework of private ordering and stockholder choice created by existing state corporate laws. The one-sided inflexibility of the Access Proposal impairs that scope of choice, and will likely lead to unintended and unnecessarily burdensome consequences for corporations and stockholders alike.

RPM appreciates the Commission's invitation to submit these comments. RPM is grateful for the opportunity to provide its views as the Commission completes its evaluation of the proposed proxy access rules.

Respectfully submitted,



Edward W. Moore
Vice President, General Counsel and Secretary
RPM International Inc.