

JABOBS LAWRENCE W

Form 4/A

February 05, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

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| <p>1. Name and Address of Reporting Person*</p> <p>Lawrence W. Jacobs</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>RTI International Metals Inc. 1000 Warren Avenue</p> <hr/> <p><i>(Street)</i></p> <p>Niles, OH 44446</p> <hr/> <p><i>(City) (State) (Zip)</i></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>RTI International Metals, Inc. (RTI)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>01/31/03</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Chief Financial Officer</p> <hr/> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p> |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|-------------------------------------------|------------------------------------------------|--------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------|
|-------------------------------------------|------------------------------------------------|--------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------|

| | | | Code V | Amount | (A) or (D) | Price | | | |
|--------------|----------|-----|--------|--------|------------|---------|--------|---|--------------|
| Common Stock | 01/31/03 | N/A | S | 1,560 | D | \$10.22 | 100 | I | (UGTM Trust) |
| | | | | | | | 34,215 | D | |
| | | | | | | | 3,289 | I | (401K Plan) |

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 1/30/04 | Common Stock | 4,000 | | | |
| 1/30/05 | Common Stock | 4,000 | | | |
| 1/30/06 | Common Stock | 4,000 | 63,000 | D | |
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Explanation of Responses:

- * Award of restricted stock made to a reporting person exempt under 16b-3.
- ** Award of stock options under provisions of Employee Stock Plan.

/s/ Lawrence W. Jacobs by
 Dawne S. Hickton
 Attorney-in-Fact

2-4-03

 **Signature of Reporting Person

 Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.