

Edgar Filing: ARTISAN PARTNERS LTD PARTNERSHIP - Form SC 13G

ARTISAN PARTNERS LTD PARTNERSHIP  
Form SC 13G  
January 31, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_) \*

-----  
RPM International Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

749685103

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 749685103  
-----

13G

-----  
1 NAME OF REPORTING PERSON /

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Partners Limited Partnership

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions) (a) [ ]  
Not Applicable (b) [ ]  
-----

3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER  
None  
NUMBER OF  
SHARES  
BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY  
EACH  
REPORTING 6,076,800  
PERSON  
WITH  
-----

7 SOLE DISPOSITIVE POWER

None

-----  
8 SHARED DISPOSITIVE POWER

6,076,800

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,076,800

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES  
(see Instructions)

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

-----  
12 TYPE OF REPORTING PERSON  
(see Instructions)

IA

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CUSIP No. 749685103 13G

1 NAME OF REPORTING PERSON /  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

6,076,800

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

6,076,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,076,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES  
(see Instructions)

Not Applicable

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12 TYPE OF REPORTING PERSON  
(see Instructions)

CO

CUSIP No. 749685103 13G  
-----

1 NAME OF REPORTING PERSON /  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

6,076,800

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

6,076,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,076,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES  
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12 TYPE OF REPORTING PERSON  
(see Instructions)

IN

CUSIP No. 749685103 13G  
-----

1 NAME OF REPORTING PERSON /  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

6,076,800

7 SOLE DISPOSITIVE POWER

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None

-----  
8 SHARED DISPOSITIVE POWER

6,076,800

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,076,800

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES  
(see Instructions)

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

-----  
12 TYPE OF REPORTING PERSON  
(see Instructions)

IN  
-----

Item 1(a) Name of Issuer:

RPM International Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

2628 Pearl Road  
P.O. Box 777  
Medina, OH 44258

Item 2(a) Name of Person Filing:

Artisan Partners Limited Partnership ("Artisan  
Partners")  
Artisan Investment Corporation, the general partner of  
Artisan Partners ("Artisan Corp.")  
Andrew A. Ziegler  
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:

Artisan Partners, Artisan Corp., Mr. Ziegler and Ms.  
Ziegler are all located at:

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1000 North Water Street, #1770  
Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Partners is a Delaware limited partnership  
Artisan Corp. is a Wisconsin corporation  
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

749685103

Item 3 Type of Person:

(e) Artisan Partners is an investment adviser registered under section 203 of the Investment Advisers Act of 1940; Artisan Corp. is the General Partner of Artisan Partners; Mr. Ziegler and Ms. Ziegler are the principal stockholders of Artisan Corp.

Item 4 Ownership (at December 31, 2002):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

6,076,800

(b) Percent of class:

5.3% (based on 115,593,666 shares outstanding as of January 9, 2003)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: None
- (ii) shared power to vote or to direct the vote: 6,076,800
- (iii) sole power to dispose or to direct the disposition of: None
- (iv) shared power to dispose or to direct disposition of: 6,076,800

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

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another

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Person:

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares. None of those persons, to the knowledge of Artisan Partners, Artisan Corp., Mr. Ziegler or Ms. Ziegler, has an economic interest in more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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.

Date: January 31, 2003

ARTISAN INVESTMENT CORPORATION  
for itself and as general partner of  
ARTISAN PARTNERS LIMITED  
PARTNERSHIP

By: /s/ Lawrence A. Totsky



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-----  
Lawrence A. Totsky  
Chief Financial Officer

ANDREW A. ZIEGLER

Andrew A. Ziegler\*

-----  
\*By: /s/ Lawrence A. Totsky

-----  
Lawrence A. Totsky  
Attorney-in-Fact

CARLENE MURPHY ZIEGLER

Carlene Murphy Ziegler\*

\*By: /s/ Lawrence A. Totsky

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Lawrence A. Totsky  
Attorney-in-Fact

Exhibit Index  
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- |           |  |
|-----------|--|
| Exhibit 1 | Joint Filing Agreement dated as of January 31, 2003 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler |
| Exhibit 2 | Power of Attorney of Andrew A. Ziegler dated as of April 2, 2002   |
| Exhibit 3 | Power of Attorney of Carlene M. Ziegler dated as of April 2, 2002  |