

Curtin Joseph
Form 4
April 21, 2011

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

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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 *
Curtin Joseph

(Last) (First) (Middle)

C/O TMS INTERNATIONAL
CORP., 12 MONONGAHELA
AVENUE

(Street)

GLASSPORT, PA 15045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TMS International Corp. [TMS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Preferred Stock	\$ 13 ⁽¹⁾	04/19/2011	C		200	⁽¹⁾	⁽¹⁾	Class B Common Stock	213,726 ⁽¹⁾
Class B Common Stock	⁽²⁾	04/19/2011	C	213,726		04/19/2011	⁽²⁾	Class A Common Stock	213,726
Class B Common Stock	⁽²⁾	04/19/2011	A	6,529 ⁽³⁾		04/19/2011	⁽²⁾	Class A Common Stock	6,529
Class B Common Stock	⁽²⁾	04/19/2011	S		25,061 ⁽⁴⁾	04/19/2011	⁽²⁾	Class A Common Stock	25,061 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtin Joseph C/O TMS INTERNATIONAL CORP. 12 MONONGAHELA AVENUE GLASSPORT, PA 15045	X		Chief Executive Officer	

Signatures

/s/ Thomas E. Lippard, attorney-in-fact for Joseph Curtin

04/21/2011

**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) Each share of Class A Preferred Stock was convertible into a number of shares of Class B Common Stock determined by dividing the liquidation preference of such share of Class A Preferred Stock, including accrued but unpaid dividends, at the time of conversion by the conversion price. Concurrently with the initial public offering of the Issuer's Class A Common Stock, each share of Class A Preferred Stock converted into the number of shares of Class B Common Stock on the basis of a conversion price equal to 13.00 per share, the public offering price per share of Class A Common Stock in the offering.

(2) Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.

(3)

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Represents shares of Class B Common Stock granted to the reporting person under the Issuer's Restricted Stock Plan upon the consummation of the Issuer's initial public offering.

- (4) Represents shares of Class B Common Stock sold by the Reporting Person in the Issuer's initial public offering at the \$13 public offering price, net of the underwriter commission of 6.5%, or \$0.845 per share. Such shares by their terms automatically converted into shares of the Company's Class A Common Stock upon their sale in the offering (See Note (2), above).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.