

TECHNITROL INC
Form S-8
November 30, 2005

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As filed with the Securities and Exchange Commission on November 29, 2005

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
TECHNITROL, INC.**

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

23-1292472
(I.R.S. Employer Identification Number)

**1210 Northbrook Drive
Suite 470
Trevose, 19053
(215) 355-2900**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Technitrol, Inc. Board of Directors Stock Plan
(Full title of the Plan)

Drew A. Moyer
Senior Vice President and Chief Financial Officer
Technitrol, Inc.

**1210 Northbrook Drive, Suite 470
Trevose, PA 19053
(215) 355-2900**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (3) | Amount of registration fee |
|---|--------------------------------------|--|---|-------------------------------------|
| Common Stock, \$.125 par value per share | 45,000 | \$16.77 | \$754,650 | \$80.75 |

(1) Such additional, indeterminable number of shares that may be issuable by reason of the anti-dilution provisions of the Technitrol, Inc. Board of Directors Stock Plan (the Plan) are hereby registered. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act) this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

(2)

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Pursuant to Rule 457(c) and (h) under the Securities Act, the average of the high and low prices per share of the Common Stock reported on the New York Stock Exchange on November 25, 2005 has been used to determine the registration fee.

- (3) Estimated solely for the purpose of determining the registration fee.
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Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

Technitrol, Inc. Board of Directors Stock Plan, as amended

Opinion of Counsel

Consent of Independent Registered Public Accounting Firm

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EXPLANATORY NOTE

This Registration Statement relates to an amendment to the Technitrol, Inc. Board of Directors Stock Plan to increase the number of common shares authorized to be issued under the Plan from 60,000 (adjusted for the stock dividend effective November 27, 2000) to 105,000 shares. The contents of Technitrol's Registration Statement on Form S-8 with respect to the Plan, registration no. 333-55751, filed with the Securities and Exchange Commission (the Commission) on June 1, 1998, is hereby incorporated by reference pursuant to Instruction E of Form S-8. Also pursuant to Instruction E of Form S-8, the filing fee is being paid only with respect to the 45,000 common shares not previously registered.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Technitrol, Inc. Board of Directors Stock Plan, as amended |
| 5.1 | Opinion of Counsel |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 24.1 | Power of Attorney (included in signature page) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant Technitrol, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Trevoise, Pennsylvania, on November 29, 2005.

TECHNITROL, INC.

/s/ James M. Papada, III

James M. Papada, III
Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below constitutes and appoints Drew A. Moyer and James M. Papada, III, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

| Name | Title | Date |
|--|---|-------------------|
| /s/ James M. Papada, III James M. Papada, III | Chairman, President and Chief Executive Officer (Principal Executive Officer) | November 29, 2005 |
| /s/ Drew A. Moyer Drew A. Moyer | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | November 29, 2005 |
| /s/ Alan E. Barton Alan E. Barton | Director | November 29, 2005 |

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| Name | Title | Date |
|--|----------|-------------------|
| /s/ John E. Burrows, Jr. John E. Burrows, Jr. | Director | November 29, 2005 |
| /s/ David H. Hofmann David H. Hofmann | Director | November 29, 2005 |
| /s/ Dennis J. Horowitz Dennis J. Horowitz | Director | November 29, 2005 |
| /s/ Edward M. Mazze Edward M. Mazze | Director | November 29, 2005 |
| /s/ C. Mark Melliar-Smith C. Mark Melliar-Smith | Director | November 29, 2005 |

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