ENPRO INDUSTRIES INC

Form 4

February 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOLDUC J P** Issuer Symbol ENPRO INDUSTRIES INC [NPO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 5605 CARNEGIE BLVD. 02/15/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLOTTE, NC 282094674 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nun	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative		(Month/Day/Year)	Execution Date, if	Transacti			Expiration Date Underlying Securities				Derivativ
Security	or Exercise		any	Code	Deriva	tive	(Month/Day	(Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securit	ties					(Instr. 5)
	Derivative				Acquir	red					
	Security				(A) or						
					Dispos	sed					
					of (D)						
					(Instr.						
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Phanton	1 (1)	00/15/0005		٨	884		(3)	(4)	Common	004	ф 2 0.2
Stock	<u>(1)</u>	02/15/2005		A	(2)		(3)	(4)	Stock	884	\$ 28.2

Reporting Owners

Reporting Owner Name / Address	Relationships						
F 8	Director	10% Owner	Officer	Other			
BOLDUC J P							
5605 CARNEGIE BLVD.	X						
CHARLOTTE, NC 282094674							

Signatures

/s/ Bolduc, J. P. 02/16/2005

**Signature of Date
Reporting Person

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) 1-for-1
- (2) Shares acquired under the 2002 Equity Compensation Plan (2005 Amendment and Restatement), which Amendment and Restatement is subject to shareholders' approval at the next annual meeting of the Corporation.
- (3) Upon retirement.
- (4) Phantom Shares do not have an expiration date. They vest immediately upon grant, and are payable upon retirement.

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.

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