Edgar Filing: ENPRO INDUSTRIES INC - Form 4

ENPRO IND	USTRIES INC										
Form 4											
February 16, 2	2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer							Expires:	January 31, 2005			
subject to	STATEM	IENT OF CHAN			CIAL OW	NERSHIP OF	Estimated average				
Section 16		SECURITIES						burden hours per			
Form 4 or Form 5			$1(1) = f_{1}$	G		6 1024	response	0.5			
obligation	_	suant to Section	• •		•		n				
may contin	nue. Section 17(2	a) of the Public U 30(h) of the In	•	•	• •		11				
See Instruct	ction	50(II) 01 the II	irvestillent	Company	ACI 01 19	40					
1(b).											
(Print or Type Ro	esponses)										
	ldress of Reporting H	Person <u>*</u> 2. Issue	er Name and	Ticker or T	Trading	5. Relationship of	Reporting Person(s) to				
HANCE JAMES H JR Sy						Issuer					
	ENPRO	O INDUST	RIES IN	C [NPO]	(Check all applicable)						
(Last)	(iddle) 3. Date of	3. Date of Earliest Transaction			(Check an applicable)						
			(Month/Day/Year)			_X_ Director	10%	6 Owner			
5605 CARNI	02/15/2	-			Officer (give title below) Other (specify below)						
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check						
	Filed(Mo	onth/Day/Year))		Applicable Line)						
~~~~~~~~~~						_X_ Form filed by	One Reporting Pe More than One Re				
CHARLOT	E, NC 28209467	74				Person		cporting			
(City)	(State)	(Zip) Tab	ole I - Non-D	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned			
1.Title of	2. Transaction Date		3.	4. Securities		5. Amount of		7. Nature of			
Security	(Month/Day/Year)			onAcquired		Securities	Form: Direct	Indirect			
(Instr. 3)		any (Month/Day/Year	Code ) (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership			
		(montal Day) i ca	) (111501:0)	(1150.5,	rund 5)	Following	(Instr. 4)	(Instr. 4)			
					(A)	Reported					
					or	Transaction(s) (Instr. 3 and 4)					
			Code V	Amount	(D) Price	(msu. 5 and 4)					
Common Stock						20,000	D				

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Num	ber	6. Date Exerc	cisable and	7. Title and A	mount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionof		Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any	Code	Derivat	ive	(Month/Day/	Year)	(Instr. 3 and 4	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securiti	ies					(Instr. 5)
	Derivative				Acquire	ed					
	Security				(A) or						
					Dispose	ed					
					of (D)						
					(Instr. 3	3, 4,					
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
					004				~		
Phantom	<u>(1)</u>	02/15/2005		А	884		(3)	(4)	Common	884	\$ 28.2
Stock	(1)	02/13/2003		11	(2)		<u> </u>	<u> </u>	Stock	004	φ 20.2

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## **Reporting Owners**

Reporting Owner Name / Addre	Relationships							
	Director	10% Owner	Officer	Other				
HANCE JAMES H JR 5605 CARNEGIE BLVD. CHARLOTTE, NC 2820946	X 74							
Signatures								
/s/ Hance, Jr., James H.	02/16/2005							

## Explanation of Responses:

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

Date

- ** 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.

**Signature of Reporting

(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.