

PARKER HANNIFIN CORP  
Form 8-K  
September 07, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): September 7, 2010  
Parker-Hannifin Corporation  
(Exact Name of Registrant as Specified in Charter)

**Ohio**

**1-4982**

**34-0451060**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**6035 Parkland Blvd., Cleveland, Ohio**

**44124-4141**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(216) 896-3000**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Parker-Hannifin Corporation (the Company ) is filing herewith the following exhibits to its Registration Statement on Form S-3ASR (File No. 333-169069):

1. Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
2. Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
3. Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated;
4. Opinion of Jones Day relating to the legality of certain notes;
5. Opinion of Jones Day relating to certain tax matters; and
6. Consents of Jones Day.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 1.1            | Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.                                |
| 1.2            | Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc. |

| Exhibit Number | Description  |
|----------------|--|
| 1.3            | Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated. |
| 5.1            | Opinion of Jones Day relating to the legality of certain notes.  |
| 8.1            | Opinion of Jones Day relating to certain tax matters.  |
| 23.1           | Consent of Jones Day (included in Exhibit 5.1).  |
| 23.2           | Consent of Jones Day (included in Exhibit 8.1).  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Parker-Hannifin Corporation**

By: /s/ Timothy K. Pistell

Name: Timothy K. Pistell

Title: Executive Vice President Finance &  
Administration and Chief Financial  
Officer

Date: September 7, 2010

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**EXHIBIT INDEX**

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