

LINDSAY CORP
Form 10-K/A
December 14, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 1**

(MARK ONE)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended August 31, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission File Number 1-13419

Lindsay Corporation

(Exact name of registrant as specified in its charter)

Delaware

47-0554096

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2222 North 111th Street, Omaha, Nebraska

68164

(Address of principal executive offices)

(Zip Code)

402-829-6800

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$1.00 par value

New York Stock Exchange, Inc. (Symbol LNN)

Indicate by check mark if the registrant is a well-known seasoned issuer, (as defined in Rule 405 of the Securities Act). Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of Common Stock of the registrant, all of which is voting, held by non-affiliates based on the closing sales price on the New York Stock Exchange, Inc. on February 27, 2009 was \$294,744,200.

As of November 6, 2009, 12,410,448 shares of the registrant's Common Stock were outstanding.

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EX-31.2

Table of Contents**Explanatory Note**

This Form 10-K/A is being filed solely to correct the equity compensation plan information provided under Item 12 of the original Annual Report on Form 10-K for the fiscal year ended August 31, 2009, which erroneously excluded outstanding restricted stock units and performance stock units from column (a).

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), new certifications by the Company's principal executive officer and principal financial officer required by Rule 13a-14(a) of the Exchange Act are filed as exhibits to this Form 10-K/A under Item 15 of Part IV hereof.

This Form 10-K/A does not reflect events occurring after the original filing of the Annual Report on Form 10-K on November 10, 2009, except to reflect the correction described above, or modify or update those disclosure items presented in the original Form 10-K and not contained in this Form 10-K/A.

PART III**ITEM 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item relating to security ownership of certain beneficial owners and management is incorporated by reference to the Proxy Statement.

Equity Compensation Plan Information The following equity compensation plan information summarizes plans and securities approved and not approved by security holders as of August 31, 2009:

PLAN CATEGORY	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted-average exercise price of outstanding options, warrants, and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders ^{(1) (2)}	439,557	\$ 23.21	271,315
Equity compensation plans not approved by security holders ⁽³⁾	65,000	\$ 14.00	
Total	504,557	\$ 21.60	271,315

(1) Plans approved by stockholders include the Company's 2001 and 2006 Long-Term Incentive Plans. While certain options and rights remain outstanding under the

Company's 2001
Long-Term
Incentive Plan,
no future equity
compensation
awards may be
granted under
this plan.

- (2) Column
(a) includes
(i) 63,828 shares
that could be
issued under
PSUs
outstanding at
August 31,
2009, and
(ii) 70,630
shares that
could be issued
under RSUs
outstanding at
August 31,
2009. The PSUs
are earned and
common stock
issued if certain
predetermined
performance
criteria are met.
Actual shares
issued may be
equal to, less
than or greater
than (but not
more than 200%
of) the number
of outstanding
PSUs included
in column (a),
depending on
actual
performance.
The RSUs vest
and are payable
in common
stock after
expiration of the
time periods set
forth in the

related
agreements.

Column

(b) does not take
these PSU and
RSU awards
into account
because they do
not have an
exercise price.

- (3) Consists of
options issued
to Richard W.
Parod pursuant
to his
employment
agreement,
which was not
approved by
stockholders.
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PART IV

ITEM 15 *Exhibits, Financial Statement Schedules*

a(3) EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 18 U.S.C. Section 1350.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 18 U.S.C. Section 1350.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 14th day of December, 2009.

LINDSAY CORPORATION

By: /s/ DAVID B. DOWNING

Name: David B. Downing

Title: *Chief Financial Officer and
President International Division*

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