

PARKER HANNIFIN CORP  
Form 8-K  
May 29, 2008

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): May 28, 2008

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. 333-143226):

1. 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.;
2. Opinion of Jones Day relating to the legality of certain notes; and
3. Consent of Jones Day.

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

(d) Exhibits.

Exhibit

Number Description

- 1.1 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.
- 5.1 Opinion of Jones Day relating to the legality of certain notes.
- 23.1 Consent of Jones Day (included as part of Exhibit 5.1).

**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/ Thomas A. Piraino, Jr.  
Name: Thomas A. Piraino, Jr.  
Title: Vice President, General Counsel  
and Secretary

Date: May 29, 2008

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**EXHIBIT INDEX**

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