## Edgar Filing: TECHNITROL INC - Form 4

| Form 4   |                                |                    |                                   |   |      |  |   |  |   |  |   |  |
|--|--------------------------------|--------------------|-----------------------------------|---|------|--|---|--|---|--|---|--|
| June 22, 2006<br>FORM 4<br>Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                                |                    |                                   |   |      |  | OMB<br>Number:<br>Expires:<br>Estimated a<br>burden hou<br>response | Number: 3235-0287<br>Expires: January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5 |   |  |   |  |
| (Print or Type R   | esponses)                      |                    |                                   |   |      |  |   |  |   |  |   |  |
| GRAVES JEFFREY A Symbo   |                                |                    |                                   | ECHNITROL INC [TNL]   |      |  |   |  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)   |  |   |  |
| (Mo  |                                |                    | (Month/D                          | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>06/20/2006 |      |  |   |  | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)  |  |   |  |
| Filed(Month  |                                |                    |                                   | ndment, Date Original<br>th/Day/Year)                             |      |  |   |  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |   |  |
| PHILADELI  | PHIA, PA 190                   | )53                |                                   |   |      |  |   |  | Person  | wore than one R  | eporting  |  |
| (City)   | (State)                        | (Zip)              | Table                             | e I - Nor   | n-De | erivative S  | ecuri   | ties Ac  | quired, Disposed o  | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction<br>(Month/Day/Y | ear) Execution any | emed<br>on Date, if<br>/Day/Year) | Code<br>(Instr.   | 8)   | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3,<br>Amount | (A) o<br>of (D  | )  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  | 06/20/2006                     |                    |                                   | А   |      | 989  | А   | <u>(1)</u>   | 989   | 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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | ınt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |           |         |       |  |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|--|
| I B   | Director      | 10% Owner | Officer | Other |  |  |  |  |
| GRAVES JEFFREY A<br>C/O TECHNITROL, INC.<br>1210 NORTHBROOK DRIVE<br>PHILADELPHIA, PA 19053 | Х             |           |         |       |  |  |  |  |
| Signatures  |               |           |         |       |  |  |  |  |
| Jeffrey A. 06/2<br>Graves   | 20/2006       |           |         |       |  |  |  |  |

\*\*Signature of Reporting Person Date

## **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) Technitrol, Inc. Board of Directors Stock Plan award.

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.