

PARKER HANNIFIN CORP
Form 8-K
September 17, 2007

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 17, 2007

PARKER-HANNIFIN CORPORATION

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction

of Incorporation)

1-4982
(Commission File Number)

34-0451060
(IRS Employer

Identification No.)

6035 Parkland Blvd., Cleveland, Ohio
(Address of Principal Executive Offices)

44124-4141
(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:

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- .. 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. 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. Opinion of Jones Day relating to the legality of certain notes;
3. Opinion of Jones Day relating to certain tax matters; and
4. 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. |
| 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 | Consents of Jones Day (included as part of Exhibit 5.1 and 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 and
Administration and Chief Financial Officer

Date: September 17, 2007

EXHIBIT INDEX

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