

TECHNITROL INC
Form 8-K
July 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): 07/27/2006

Technitrol, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-05375

PA
(State or other jurisdiction of
incorporation)

23-1292472
(IRS Employer
Identification No.)

1210 Northbrook Drive, Suite 470, Treose, PA 19053
(Address of principal executive offices, including zip code)

(215) 355-2900
(Registrant's telephone number, including area code)

(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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Information to be included in the report

Item 2.02. Results of Operations and Financial Condition

On July 27, 2006, Technitrol issued a press release regarding its results of operations for its second fiscal quarter ended June 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

The information in this item, including Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or other document filed with the Commission, except as expressly set forth by specific reference in such filing.

Item 3.03. Material Modifications to Rights of Security Holders

Technitrol's board of directors extended Technitrol's Shareholder Rights Plan, set to expire on September 9, 2006, for a period of two years. The Rights Plan is now set to expire on September 9, 2008.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Dennis J. Horowitz has resigned as a director of Technitrol effective July 25, 2006. Mr. Horowitz has informed Technitrol that he has no disagreements with Technitrol on any matters. However, given his current business and personal activities and those he contemplates undertaking in the near future, he does not believe that he will have the time necessary to discharge his duties as a director.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated July 27, 2006 regarding Technitrol's results of operations for the second fiscal quarter ended June 30, 2006.

Signature(s)

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.

Technitrol, Inc.

Date: July 27, 2006

By: /s/ Drew A. Moyer

Drew A. Moyer
Sr. Vice President and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release