

ACTUANT CORP
Form 4
May 04, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMPEREUR ANDREW

(Last) (First) (Middle)

6100 NORTH BAKER ROAD

(Street)

MILWAUKEE, WI 53209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTUANT CORP [ATU]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President - CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/02/2006		M		23,920 A \$ 3.42	79,920	D
Class A Common Stock	05/02/2006		S		23,920 D \$ 63.69	56,000	D
Class A Common Stock	05/02/2006		M		13,000 A \$ 6.08	69,000	D
Class A Common	05/02/2006		S		13,000 D \$ 63.69	56,000	D

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Stock				
Class A Common Stock		4,568 ⁽¹⁾	I	By 401(k)
Class A Common Stock		363	I	By ESPP
Class A Common Stock		463 ⁽²⁾	I	By Deferred Compensation Plan
Class A Common Stock		14,024	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy) ⁽³⁾	\$ 3.42	05/02/2006		M	23,920	⁽⁴⁾ 10/31/2006	Class A Common Stock 23,920
Employee Stock Option (right to buy) ⁽³⁾	\$ 6.08	05/02/2006		M	13,000	⁽⁵⁾ 11/04/2007	Class A Common Stock 13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPEREUR ANDREW 6100 NORTH BAKER ROAD MILWAUKEE, WI 53209			Executive Vice President - CFO	

Signatures

Eric Orsic, as
Attorney-in-Fact

05/04/2006

__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) Best estimate of shares held pursuant to Actuant 401(k) Plan.
- (2) Best estimate of shares held pursuant to Actuant Corporation Deferred Compensation Plan.
- (3) Option granted under the Actuant Corporation 1996 Stock Plan.
- (4) Fifty percent of the option became exercisable on 10/31/1999 and the balance on 10/31/2002.
- (5) Fifty percent of the option became exercisable on 11/04/2000 and the balance on 11/04/2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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