

TECHNITROL INC  
Form 8-K  
December 31, 2008

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**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): 12/31/2008**

**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, Trevese, 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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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 24, 2008, Technitrol amended and restated its Supplemental Retirement Plan primarily to comply with the requirements of Section 409A of the Internal Revenue Code and the regulations and other guidance issued thereunder. The Plan was amended and restated effective as of December 31, 2004 with respect to amounts accrued and vested under the Plan as of December 31, 2004. With respect to amounts accrued and vested under the Plan after December 31, 2004, the Plan was amended and restated effective as of January 1, 2009. The foregoing summary is not complete and is qualified in its entirety by reference to the full text of the Technitrol, Inc. Supplemental Retirement Plan amended and restated effective December 31, 2004 attached hereto as Exhibit 10.8(2) and the Technitrol, Inc. Supplemental Retirement Plan amended and restated effective January 1, 2009 attached hereto as Exhibit 10.8(3) which are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit 10.8(2) Technitrol, Inc. Supplemental Retirement Plan amended and restated effective December 31, 2004

Exhibit 10.8(3) Technitrol, Inc. Supplemental Retirement Plan amended and restated effective January 1, 2009

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**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: December 31, 2008

By: /s/ Drew A. Moyer

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Drew A. Moyer  
Sr. Vice President & CFO

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-10.8(2)	2004 SERP
EX-10.8(3)	2009 SERP