

ARZBAECHER ROBERT C

Form 4

July 30, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARZBAECHER ROBERT C

(Last) (First) (Middle)

N86 W12500 WESTBROOK  
CROSSING

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2012

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)

President and CEO

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	07/27/2012		M		60,900	A	\$ 11.97	619,732	D	
Class A Common Stock	07/27/2012		S <sup>(1)</sup>		619,732	D	\$ 27.78 <sup>(2)</sup>	558,832	D	
Class A Common Stock								35,620 <sup>(3)</sup>	I	By 401(k)
Class A Common								11,900	I	By IRA

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Stock			
Class A Common Stock	60,000	I	By Family Limited Partnership
Class A Common Stock	2,200	I	By Family <sup>(4)</sup>
Class A Common Stock	2,400	I	By Spouse
Class A Common Stock	8,326 <sup>(5)</sup>	I	By Deferred Compensation

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.**

SEC 1474  
(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) <sup>(6)</sup>	\$ 11.97	07/27/2012		M		60,900		<sup>(7)</sup>	01/01/2013	Class A Common Stock	60,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARZBAECHER ROBERT C N86 W12500 WESTBROOK CROSSING	X		President and CEO	

MENOMONEE FALLS, WI 53051

## Signatures

/s/ Eric Orsic, as  
Attorney-in-Fact

07/30/2012

\_\_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) The sale reported on the Form 4 was effected pursuant to a 10b5-1 trading plan.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.50 to \$28.11, inclusive. The reporting person undertakes to provide to Actuant Corporation, any security holder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (2) to this Form 4.

Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.

(4) Owned by daughters.

(5) Best estimate of shares held pursuant to Actuant Corporation Deferred Compensation Plan.

(6) Option granted under the Actuant Corporation 2002 Stock Plan.

(7) Fifty percent of the option became exercisable on 01/13/2005, and the balance became exercisable on 01/13/2008.

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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