

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3-Final Amendment)

Wynn's International, Inc.
(Name of Subject Company, Issuer)

WI Holding Inc.
Parker-Hannifin Corporation
(Name of Filing Persons, Offerors)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

983195 10 8
(CUSIP Number of Class of Securities)

Thomas A. Piraino, Jr., Esq.
Vice President, General Counsel and Secretary
Parker-Hannifin Corporation
6035 Parkland Boulevard
Cleveland, Ohio 44124-4141
(216) 896-3000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Offerors)

Copy to:
Patrick J. Leddy, Esq.
Jones, Day, Reavis & Pogue
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [X] third-party tender offer subject to Rule 14d-1.
[] issuer tender offer subject to Rule 13e-4.
[] going-private transaction subject to Rule 13e-3.
[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [X]

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on June 22, 2000 as amended on July 11, 2000 and July 13, 2000 (the "Schedule TO") by Parker-Hannifin Corporation, an Ohio corporation (the "Purchaser"), and WI Holding Inc., a Delaware corporation and a wholly owned subsidiary of the Purchaser ("Merger Sub"). The Schedule TO relates to the offer by the Purchaser and Merger Sub to purchase all of the outstanding common stock, par value \$0.01 per share, including the associated preferred share purchase rights (the "Shares"), of Wynn's International, Inc., a Delaware corporation (the "Company"), at a purchase price of \$23.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 22, 2000 and as amended on July 11, 2000 and July 13, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as they may be amended or supplemented from time to time, together constitute the "Offer"), which are annexed to and filed with the Schedule TO as Exhibits (a)(1) and (a)(2), respectively. This Amendment No. 3 to the Schedule TO is being filed on behalf of the Purchaser and Merger Sub.

Item 8. Interest in Securities of the Subject Company.

Item 8 is hereby amended and supplemented by adding the following thereto:

The Offer expired at 12:00 Midnight, New York City time, on Thursday, July 20, 2000. Based on information provided by the Depositary, approximately 18,262,997 Shares, including 585,582 shares tendered pursuant to guaranteed delivery procedures, or 97.61% of the outstanding Shares, were validly tendered and not withdrawn pursuant to the Offer. Merger Sub has accepted for payment and has notified the Depositary to promptly pay for the tendered and accepted Shares, in accordance with the terms of the Offer. On July 21, 2000, the Purchaser issued a press release to such effect. The full text of the press release is filed herewith as Exhibit (a)(9) and is incorporated by reference herein.

Item 12. Exhibits

Item 12 is hereby amended and supplemented by adding the following exhibit thereto:

(a) (9) Text of Press Release, dated July 21, 2000, issued by the Purchaser.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 21, 2000

PARKER-HANNIFIN CORPORATION

By: /s/ Duane E. Collins

Name: Duane E. Collins
Title: Chairman and Chief Executive
Officer

WI HOLDING INC.

By: /s/ Thomas A. Piraino

Name: Thomas A. Piraino
Title: Vice President, General Counsel
and Secretary

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Exhibit Index

- * (a) (1) Offer to Purchase, dated June 22, 2000.
- * (a) (2) Letter of Transmittal.
- * (a) (3) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- * (a) (4) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- * (a) (5) Notice of Guaranteed Delivery.
- * (a) (6) Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9.
- * (a) (7) Joint press release issued by the Purchaser and the Company on June 13, 2000.
- * (a) (8) Form of Summary Advertisement, dated June 22, 2000.
- (a) (9) Press release issued by the Purchaser on July 21, 2000.
- * (d) (1) Confidentiality Agreement between the Purchaser and the Company, dated February 7, 2000 (incorporated by reference to Exhibit (e) (1) to the Schedule 14D-9 of the Company filed on June 22, 2000).
- * (d) (2) Agreement and Plan of Merger, dated as of June 13, 2000, by and among the Company, the Purchaser and Merger Sub.
- * (d) (3) Stockholder Tender Agreement, dated June 13, 2000, by and among the Purchaser, Merger Sub and James Carroll.
- * (d) (4) Consulting Agreement, dated as of June 13, 2000, by and between the Purchaser and James Carroll.
- * (f) Section 262 of the Delaware General Corporation Law.

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*Previously filed.

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[LOGO OF PARKER]

For Release: DRAFT/LPC: July 18, 2000

Contact: Media -
Lorrie Paul Crum, VP - Corp. Communications 216/896-2750
Financial Analysts -
Timothy K. Pistell, Treasurer 216/896-2130

Stock Symbol: PH - NYSE

Parker Completes Tender Offer for Wynn's International

Cleveland, OH and Orange County, CA, USA: July 21, 2000 - Parker Hannifin Corporation (NYSE:PH) and Wynn's International, Inc. (NYSE: WN) today announced the successful completion of Parker's cash tender offer for Wynn's, announced June 13, 2000.

In the offer, which commenced on June 22 and expired at midnight (New York time) on July 20, 2000, a total of 18,262,997 shares of Wynn's common stock, including 585,582 shares tendered pursuant to guaranteed delivery procedures, were validly tendered and not withdrawn. This represents approximately 97.61 percent of all outstanding Wynn's stock. All shares tendered and not withdrawn in the offer, including those subject to guaranteed delivery, were accepted for payment. Parker will acquire remaining outstanding shares for \$23 per share in a merger, which the company expects to complete promptly.

Wynn's International, Inc., founded in 1939, is a worldwide leader in sealing products and technology, serving more than 1,000 customers with quality components and engineered compounds. Its core businesses include Wynn's-Precision, Wynn Oil and recently acquired Goshen Rubber. Annualized first-quarter 2000 sales are \$573 million.

With annual sales of \$6 billion, Parker Hannifin Corporation is the world's leading diversified manufacturer of motion and control technologies and systems, providing precision-engineered solutions for a wide variety of commercial, mobile, industrial and aerospace markets. The company employs more than 40,000 people in 40 countries around the world. For more information, visit the company's web site at www.parker.com, or its investor information site at www.phstock.com.

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