

OMB Number:	3235-0066
Expires:	July 31, 2004
Estimated average burden hours per response	12

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PARKER-HANNIFIN CORPORATION

(Exact name of registrant as specified in its charter)

Ohio

34-0451060

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

6035 Parkland Boulevard, Cleveland, Ohio

44124

(Address of Principal Executive Offices)

(Zip Code)

PARKER-HANNIFIN CORPORATION 1993 STOCK INCENTIVE PROGRAM

(Full title of the plan)

CT Corporation System, 1300 East Ninth Street, Cleveland, Ohio 44114

(Name and address of agent for service)

(216) 621-4270

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.50 per share	6,000,000	\$ 45.78	\$ 274,680,000	\$ 22,222

- Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional Common Stock, \$.50 par value per share (the "Common Stock"), as may become issuable pursuant to the anti-dilution provisions of the Parker-Hannifin Corporation 1993 Stock Incentive Program.
- Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on July 31, 2003.

Incorporation by Reference.

The contents of the Registration Statements on Form S-8 (Registration Nos. 33-53193 and 333-95477) as filed with the Securities and Exchange Commission on April 21, 1994 and January 27, 2000, respectively, to register shares of Common Stock, \$0.50 par value per share (the "Common Stock"), to be issued pursuant to the 1993 Stock Incentive Program ("Program") of Parker-Hannifin Corporation, an Ohio corporation (the "Company"), are hereby incorporated herein by reference. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 6,000,000 shares of Common Stock under such Program.

PART II**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(a)	Amended Articles of Incorporation are hereby incorporated by reference to Exhibit 3 to the Registrant's Report on Form 10-Q for the quarter ended September 30, 1997 (Commission File No. 1-4982).
4(b)	Code of Regulations is hereby incorporated by reference to Exhibit 3(b) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 2001 (Commission File No. 1-4982).
4(c)	Shareholder Protection Rights Agreement, dated January 31, 1997, between the Registrant and KeyBank National Association ("KeyBank") is hereby incorporated by reference to Exhibit 1 to the Registrant's Report on Form 8-A filed with the Commission on February 4, 1997 (Commission File No. 1-4982), as amended by the First Addendum to Shareholder Protection Rights Agreement, dated April 21, 1997, between the Registrant and Wachovia Bank of North Carolina N.A. ("Wachovia"), as successor to KeyBank, and the Second Addendum to Shareholder Protection Rights Agreement, dated June 15, 1999, between the Registrant and National City Bank, as successor to Wachovia, which are incorporated by reference to Exhibit 4(a) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 1999 (Commission File No. 1-4982).
5*	Opinion of Counsel
23(a)*	Consent of Independent Accountants
23(b)*	Consent of Counsel—See Exhibit 5
24*	Power of Attorney

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mayfield Heights, State of Ohio, on this 6th day of August, 2003.

PARKER-HANNIFIN CORPORATION

/s/ T. K. PISTELL

Timothy K. Pistell
Vice President—Finance and Administration
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Officers and Directors of Parker-Hannifin Corporation:

DUANE E. COLLINS, Chairman of the Board; DONALD E. WASHKEWICZ, Chief Executive Officer and Director; TIMOTHY K. PISTELL, Principal Financial Officer; DANA A. DENNIS, Principal Accounting Officer; JOHN G. BREEN, Director; WILLIAM E. KASSLING, Director; ROBERT J. KOHLHEPP, Director; PETER W. LIKINS, Director; GIULIO MAZZALUPI, Director; KLAUS-PETER MÜLLER, Director; CANDY M. OBOURN, Director; HECTOR R. ORTINO, Director; ALLAN L. RAYFIELD, Director; WOLFGANG R. SCHMITT, Director; DEBRA L. STARNES, Director; and DENNIS W. SULLIVAN, Director.

This Registration Statement has been signed on behalf of the above-named directors and officers of the Registrant by Timothy K. Pistell, Vice President-Finance and Administration and Chief Financial Officer of the Registrant, as attorney-in-fact pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this Registration Statement.

August 6, 2003

/s/ T. K. PISTELL

Timothy K. Pistell
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4(a)	Amended Articles of Incorporation are hereby incorporated by reference to Exhibit 3 to the Registrant's Report on Form 10-Q for the quarter ended September 30, 1997 (Commission File No. 1-4982).
4(b)	Code of Regulations is hereby incorporated by reference to Exhibit 3(b) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 2001 (Commission File No. 1-4982).
4(c)	Shareholder Protection Rights Agreement, dated January 31, 1997, between the Registrant and KeyBank National Association ("KeyBank") is hereby incorporated by reference to Exhibit 1 to the Registrant's Report on Form 8-A filed with the Commission on February 4, 1997 (Commission File No. 1-4982), as amended by the First Addendum to Shareholder Protection Rights Agreement, dated April 21, 1997, between the Registrant and Wachovia Bank of North Carolina N.A. ("Wachovia"), as successor to KeyBank, and the Second Addendum to Shareholder Protection Rights Agreement, dated June 15, 1999, between the Registrant and National City Bank, as successor to Wachovia, which are incorporated by reference to Exhibit 4(a) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 1999 (Commission File No. 1-4982).
5*	Opinion of Counsel
23(a)*	Consent of Independent Accountants
23(b)*	Consent of Counsel—See Exhibit 5
24*	Power of Attorney

* Filed herewith

August 6, 2003

Parker-Hannifin Corporation
6035 Parkland Boulevard
Cleveland, Ohio 44124

Re: Parker Hannifin Corporation 1993 Stock Incentive Program

Ladies and Gentlemen:

I have acted as counsel for Parker-Hannifin Corporation, an Ohio corporation (the "Company"), in connection with its 1993 Stock Incentive Program ("Program"). I have examined such documents, records and matters of law as I have deemed necessary for purposes of this opinion, and based thereon, I am of the opinion that the shares of the Company's Common Stock, par value \$.50 per share (the "Common Shares"), that may be issued and sold pursuant to the Program will be duly authorized, validly issued, fully paid and nonassessable when issued and sold in accordance with the Program, provided that the consideration received by the Company is at least equal to the par value of the Common Shares.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 that is being filed by the Company with the Securities and Exchange Commission regarding the Program.

Very truly yours,

/s/ THOMAS A. PIRAINO, JR.

Thomas A. Piraino, Jr.
General Counsel

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 26, 2002 relating to the financial statements and financial statement schedule of Parker Hannifin Corporation, which appears in Parker Hannifin's Annual Report on Form 10-K for the year ended June 30, 2002.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

Cleveland, Ohio
July 28, 2003

**DIRECTORS AND OFFICERS OF
PARKER-HANNIFIN CORPORATION**

REGISTRATION STATEMENT ON FORM S-8

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Parker-Hannifin Corporation, an Ohio corporation (the "Company"), hereby (1) constitutes and appoints Donald E. Washkewicz, Timothy K. Pistell and Thomas A. Piraino, Jr., collectively and individually, as his or her agents and attorneys-in-fact with full power of substitution and resubstitution to (a) sign and file on his or her behalf and in his or her name, place and stead in any and all capacities (i) a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of up to 6,000,000 additional shares of the Company's Common Stock, par value \$.50 per share, for issuance under the Company's 1993 Stock Incentive Program, (ii) any and all amendments, including post-effective amendments, and exhibits to the Registration Statement and (iii) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority with respect to the securities covered by the Registration Statement and (b) do and perform any and all other acts and deeds whatsoever that may be necessary or required in the premises and (2) ratifies and approves any and all actions that may be taken pursuant hereto by any of the above-named agents and attorneys-in-fact or their substitutes.

IN WITNESS WHEREOF, the undersigned directors and officers of the Company have hereunto set their hands this 17th day of July, 2003.

/s/ DUANE E. COLLINS

Duane E. Collins, Chairman of the Board

/s/ D. E. WASHKEWICZ

Donald E. Washkewicz, Chief Executive Officer and Director

/s/ T. K. PISTELL

Timothy K. Pistell, Principal Financial Officer

/s/ DANA A. DENNIS

Dana A. Dennis, Principal Accounting Officer

/s/ JOHN G. BREEN

John G. Breen, Director

/s/ W. E. KASSLING

William E. Kassling, Director

/s/ R. J. KOHLHEPP

Robert J. Kohlhepp, Director

/s/ PETER W. LIKINS

Peter W. Likins, Director

/s/ GIULIO MAZZALUPI

Giulio Mazzalupi, Director

/s/ K. P. MÜLLER

Klaus-Peter Müller, Director

/s/ CANDY M. OBOURN

Candy M. Obourn, Director

/s/ HECTOR R. ORTINO

Hector R. Ortino, Director

/s/ ALLAN L. RAYFIELD

Allan L. Rayfield, Director

/s/ WOLFGANG R. SCHMITT

Wolfgang R. Schmitt, Director

/s/ DEBRA L. STARNES

Debra L. Starnes, Director

/s/ D. W. SULLIVAN

Dennis W. Sullivan, Director