

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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
State or Other Jurisdiction of
Incorporation or Organization)

34-0451060
(I.R.S. Employer
Identification Number)

**6035 Parkland Boulevard
Cleveland, Ohio 44124-4141**
(Address of Principal Executive Offices, Including Zip Code)

**Parker-Hannifin Corporation
2009 Omnibus Stock Incentive Plan**
(Full Title of the Plan)

**CT Corporation System
1300 East Ninth Street
Cleveland, Ohio 44114
(216) 621-4270**
(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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 (2)	Amount of registration fee (2)
Common Stock, par value \$0.50 per share (3)	5,500,000	\$57.30	\$315,150,000	\$22,470.20

- (1) Amount to be registered consists of 5,500,000 shares of Common Stock of Parker-Hannifin Corporation (the "Registrant"), par value \$0.50 per share ("Common Shares"), issuable pursuant to the grant of awards under the Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan (the "Plan") and, pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), an undetermined number of additional shares as may be issuable pursuant to anti-dilution provisions of the Plan.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of the Common Shares as reported on the New York Stock Exchange on January 11, 2010.
- (3) Each Common Share registered hereunder includes an associated common share purchase right (a "Right"). The terms of the Rights are described in the Shareholder Protection Rights Agreement, dated as of February 8, 2007, between the Registrant and National City Bank incorporated by reference to Exhibit 1 to the Registrant's Form 8-A filed on February 8, 2007, as amended by the First Amendment to Shareholder Protection Rights Agreement, dated as of July 6, 2009, between the Registrant and Wells Fargo Bank, National Association, as successor to National City Bank, incorporated by reference to Exhibit 4(a) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 2009.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement on Form S-8 ("Registration Statement") will be sent or given to participants of the Plan as specified by Rule 428(b)(1) under the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

**INFORMATION REQUIRED IN
THE REGISTRATION STATEMENT**

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

1. Annual Report on Form 10-K for the fiscal year ended June 30, 2009, filed with the Commission on August 27, 2009;
2. Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, filed with the Commission on November 3, 2009;
3. Current Reports on Form 8-K, filed with the Commission on August 18, 2009, November 3, 2009, and December 3, 2009;
4. The description of the Registrant's Common Shares, contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on September 8, 1967, and all amendments and reports filed with the Commission for the purpose of updating such description; and
5. The description of the Registrant's Common Share purchase rights contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on February 8, 2007.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934 (the "Exchange Act"), subsequent to the filing of this Registration Statement but prior to the filing of a post-effective amendment indicating that all of the securities offered hereby have been sold or deregistering all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES. Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the Common Shares registered hereby has been passed upon for the Registrant by Thomas A. Piraino, Jr., Vice President, General Counsel and Secretary of the Registrant. Mr. Piraino owns Common Shares and holds options to purchase Common Shares, which in the aggregate represents approximately 0.1% of the Registrant's outstanding Common Shares, and he is eligible to participate in the Registrant's equity plans.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article VII of the Registrant's Code of Regulations provides that the Registrant will indemnify, to the full extent permitted or authorized by the Ohio Revised Code, as it may from time to time be amended and including Section 1701.13(E), any person made party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Registrant's board of directors or an officer, employee or agent of the Registrant, or is or was serving at the Registrant's request as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by the Registrant's Code of Regulations is not exclusive of any other rights to which any person seeking indemnification may be entitled under the Registrant's articles of incorporation, or any agreement, vote of shareholders or disinterested directors, or otherwise. This extends to both his or her official actions and his or her actions in another capacity while holding a position with the Registrant. Further, coverage shall continue as to a person who has ceased to be a director, trustee, officer or employee of the Registrant and shall inure to the benefit of his or her heirs, executors and administrators.

Section 1701.13(E) of the Ohio Revised Code provides as follows:

(E)(1) A corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(2) A corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any of the following:

(a) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that,

despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper;

(b) Any action or suit in which the only liability asserted against a director is pursuant to section 1701.95 of the Revised Code.

(3) To the extent that a director, trustee, officer, employee, member, manager, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in division (E)(1) or (2) of this section, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

(4) Any indemnification under division (E)(1) or (2) of this section, unless ordered by a court, shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, trustee, officer, employee, member, manager, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in division (E)(1) or (2) of this section. Such determination shall be made as follows:

(a) By a majority vote of a quorum consisting of directors of the indemnifying corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in division (E)(1) or (2) of this section;

(b) If the quorum described in division (E)(4)(a) of this section is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified within the past five years;

(c) By the shareholders;

(d) By the court of common pleas or the court in which the action, suit, or proceeding referred to in division (E)(1) or (2) of this section was brought.

Any determination made by the disinterested directors under division (E)(4)(a) or by independent legal counsel under division (E)(4)(b) of this section shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the corporation under division (E)(2) of this section, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

(5)(a) Unless at the time of a director's act or omission that is the subject of an action, suit, or proceeding referred to in division (E)(1) or (2) of this section, the articles or the regulations of a corporation state, by specific reference to this division, that the provisions of this division do not apply to the corporation and unless the only liability asserted against a director in an action, suit, or proceeding referred to in division (E)(1) or (2) of this section is pursuant to section 1701.95 of the Revised Code, expenses, including attorney's fees, incurred by a director in defending the action, suit, or proceeding shall be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director in which he agrees to do both of the following:

(i) Repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation;

(ii) Reasonably cooperate with the corporation concerning the action, suit, or proceeding.

(b) Expenses, including attorney's fees, incurred by a director, trustee, officer, employee, member, manager, or agent in defending any action, suit, or proceeding referred to in division (E)(1) or (2) of this section, may be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee, member, manager, or agent to repay such amount, if it ultimately is determined that he is not entitled to be indemnified by the corporation.

(6) The indemnification authorized by this section shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the articles, the regulations, any agreement, a vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, member, manager, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(7) A corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, on behalf of or for any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section. Insurance may be purchased from or maintained with a person in which the corporation has a financial interest.

(8) The authority of a corporation to indemnify persons pursuant to division (E)(1) or (2) of this section does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided pursuant to divisions (E)(5), (6), and (7) of this section. Divisions (E)(1) and (2) of this section do not create any obligation to repay or return payments made by the corporation pursuant to division (E)(5), (6), or (7).

(9) As used in division (E) of this section, "corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director, officer, employee, trustee, member, manager, or agent of such a constituent entity, or is or was serving at the request of such constituent entity as a director, trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, shall stand in the same position under this section with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

The Registrant has entered into an indemnification agreement with each of its directors and executive officers. The indemnification agreements provide that the Registrant will indemnify and hold harmless its directors and executive officers to the full extent permitted by law and subject to other

specified limitations against any and all expenses actually and reasonably incurred by them in connection with any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Registrant), or settlement of such action, suit or proceeding, against them by reason of actions taken or not taken in such capacity.

The Registrant currently maintains insurance coverage for the benefit of directors and executive officers with respect to many types of claims that may be made against them; however, there is no assurance of the continuation or renewal of such insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED. Not applicable.

ITEM 8. EXHIBITS.

The Exhibits to this Registration Statement are listed in the Exhibit Index hereto, and are incorporated herein by reference thereto.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Cleveland, State of Ohio, on January 14, 2010.

PARKER-HANNIFIN CORPORATION

By: /s/ Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President, General Counsel and Secretary

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Donald E. Washkewicz*</u> Donald E. Washkewicz	Chairman of the Board of Directors and Principal Executive Officer	1/5/10
<u>/s/ Timothy K. Pistell*</u> Timothy K. Pistell	Principal Financial Officer	1/11/10
<u>/s/ Jon P. Marten*</u> Jon P. Marten	Principal Accounting Officer	1/7/10
<u>/s/ Linda S. Harty*</u> Linda S. Harty	Director	1/6/10
<u>/s/ William E. Kassling*</u> William E. Kassling	Director	1/6/10
<u>/s/ Robert J. Kohlhepp*</u> Robert J. Kohlhepp	Director	1/5/10
<u>/s/ Giulio Mazzalupi*</u> Giulio Mazzalupi	Director	1/7/10
<u>/s/ Klaus-Peter Müller*</u> Klaus-Peter Müller	Director	1/6/10
<u>/s/ Candy M. Obourn*</u> Candy M. Obourn	Director	1/7/10
<u>/s/ Joseph M. Scaminace*</u> Joseph M. Scaminace	Director	1/5/10

<u>/s/ Wolfgang R. Schmitt*</u> Wolfgang R. Schmitt	Director	1/6/10
<u>/s/ Markos I. Tambakeras*</u> Markos I. Tambakeras	Director	1/7/10
<u>/s/ James L. Wainscott*</u> James L. Wainscott	Director	1/5/10

* Thomas A. Piraino, Jr., by signing his name hereto, does hereby sign and execute this Registration Statement pursuant to the Powers of Attorney executed by the above-named directors and officers of the Registrant which have been filed with the Securities and Exchange Commission on behalf of such officers and directors.

January 14, 2010

By: /s/ Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Attorney-in-Fact

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>EXHIBIT DESCRIPTION</u>
4(a)	Amended Articles of Incorporation of Parker-Hannifin Corporation incorporated by reference to Exhibit 3 to the Registrant's Report on Form 10-Q for the quarterly period ended September 30, 1997 (Commission File No. 1-4982).
4(b)	Code of Regulations of Parker-Hannifin Corporation, as amended, incorporated by reference to Exhibit 3(ii) to the Registrant's Report on Form 10-Q for the quarterly period ended December 31, 2007 (Commission File No. 1-4982).
4(c)	Shareholder Protection Rights Agreement, dated as of February 8, 2007, between the Registrant and National City Bank incorporated by reference to Exhibit 1 to the Registrant's Form 8-A filed on February 8, 2007 (Commission File No. 1-4982).
4(d)	First Amendment to Shareholder Protection Rights Agreement, dated as of July 6, 2009, between the Registrant and Wells Fargo Bank, National Association, as successor to National City Bank, incorporated by reference to Exhibit 4(a) to the Registrant's Report on Form 10-K for the fiscal year ended June 30, 2009 (Commission File No. 1-4982).
4(e)	Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan effective as of October 28, 2009, incorporated by reference to Appendix A of the Registrant's Proxy Statement on Schedule 14A, filed with the Commission on September 28, 2009 (Commission File No. 1-4982).
5*	Opinion of Counsel.
23(a)*	Consent of Deloitte & Touche LLP.
23(b)*	Consent of PricewaterhouseCoopers LLP.
23(c)*	Consent of Counsel (included as part of Exhibit 5).
24(a)*	Powers of Attorney.
24(b)*	Power of Attorney of Candy M. Obourn.

* Filed herewith.

January 14, 2010

Parker-Hannifin Corporation
6035 Parkland Boulevard
Cleveland, Ohio 44124

Re: Parker Hannifin Corporation
2009 Omnibus Stock Incentive Plan

Ladies and Gentlemen:

I have acted as counsel for Parker-Hannifin Corporation, an Ohio corporation (the "Company"), in connection with its 2009 Omnibus Stock Incentive Plan ("Plan"). In connection with the opinions expressed herein, I have examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that:

1. The shares of the Company's Common Stock, par value \$.50 per share (the "Common Shares"), that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted share or other applicable award agreements thereunder, will be, when issued or delivered and sold in accordance with the Plan and such agreements, validly issued, fully paid and nonassessable, provided that the consideration received by the Company is at least equal to the par value of the Common Shares.

2. When issued in accordance with the Shareholder Protection Rights Agreement, dated as of February 8, 2007, between the Company and National City Bank and the First Amendment to the Shareholder Protection Rights Agreement, dated as of July 6, 2009, between the Company and Wells Fargo Bank, National Association, as successor to National City Bank (as amended, the "Rights Agreement"), the Rights (as defined in the Rights Agreement) will be validly issued.

The opinions expressed herein are limited to the laws of the State of Ohio, as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Common Shares pursuant to the Plan and the applicable award agreements will be in full force and effect at all times at which the Common Shares are issued or delivered or sold by the Company, and the Company will take no action inconsistent with such resolutions.

In rendering the opinion above, I have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

The opinion set forth in paragraph 2 is limited to the valid issuance of the Rights under the corporation laws of the State of Ohio. I do not express any opinion herein with respect to any other aspect of the Rights, the effect of equitable principles or fiduciary considerations relating to the adoption of the Rights Agreement or the issuance of the Rights or the enforceability or any particular provisions of the Rights Agreement. In rendering the opinion set forth in paragraph 2, I have assumed that the Directors of the Company have acted and will act in the good faith exercise of their business judgment with respect to the authorization of the issuance of the Rights and the execution of the Rights Agreement.

In rendering the opinion set forth in paragraph 2, moreover, I note that my research indicates that there are no reported decisions applying Ohio law concerning the authorization or issuance of securities substantially similar to the Rights. In the absence of directly applicable judicial authority, I have considered the pertinent provisions of Ohio corporation law and the decisions of courts applying the laws of other jurisdictions to analogous factual situations. Although such decisions may be persuasive to Ohio courts, they have no binding precedential effect.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Common Shares and associated Rights to be issued or delivered and sold pursuant to the Plan under the Securities Act of 1933 (the "*Act*"). In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Thomas A. Piraino, Jr.

Thomas A. Piraino, Jr.
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of Parker Hannifin Corporation and the effectiveness of Parker Hannifin Corporation's internal control over financial reporting dated August 27, 2009 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of a new income tax accounting standard as of July 1, 2008), appearing in the Annual Report on Form 10-K of Parker Hannifin Corporation for the year ended June 30, 2009.

/s/ Deloitte & Touche LLP
Cleveland, Ohio
January 14, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-3 (Nos. 333-143226, 333-02761, 333-47955 and 333-88206) and Forms S-8 (Nos. 33-53193, 333-95477, 333-103181, 333-103633, 333-107691, 333-117761, 333-126957 and 333-130123) of our report dated August, 16, 2007, except for the retrospective adjustment of additional capital, common shares, share numbers and per share amounts to give effect to the 3-shares-for-2 split of the Company's common stock as to which the date is October 1, 2007, relating to the financial statements and financial statement schedule, which appears in Parker Hannifin Corporation's Annual Report on Form 10-K for the year ended June 30, 2009.

/s/ PricewaterhouseCoopers LLP
Cleveland, Ohio
January 14, 2010

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Parker-Hannifin Corporation, an Ohio corporation (the "Corporation"), 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 5,500,000 shares of the Corporation's Common Stock, par value \$.50 per share, for issuance under the Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan, (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 connection with the foregoing, 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 Corporation have hereunto set their hands on the dates set forth below opposite their respective signatures.

	<u>Date</u>		<u>Date</u>
<u>/s/ Donald E. Washkewicz</u> Donald E. Washkewicz, Chairman of the Board of Directors and Principal Executive Officer	1/5/10	<u>/s/ Giulio Mazzalupi</u> Giulio Mazzalupi, Director	1/7/10
<u>/s/ Timothy K. Pistell</u> Timothy K. Pistell, Principal Financial Officer	1/11/10	<u>/s/ Klaus-Peter Müller</u> Klaus-Peter Müller, Director	1/6/10
<u>/s/ Jon P. Marten</u> Jon P. Marten Principal Accounting Officer	1/7/10	<u>/s/ Joseph M. Scaminace</u> Joseph M. Scaminace, Director	1/5/10
<u>/s/ Linda S. Harty</u> Linda S. Harty, Director	1/6/10	<u>/s/ Wolfgang R. Schmitt</u> Wolfgang R. Schmitt, Director	1/6/10
<u>/s/ William E. Kassling</u> William E. Kassling, Director	1/6/10	<u>/s/ Markos I. Tambakeras</u> Markos I. Tambakeras, Director	1/7/10
<u>/s/ Robert J. Kohlhepp</u> Robert J. Kohlhepp, Director	1/5/10	<u>/s/ James L. Wainscott</u> James L. Wainscott, Director	1/5/10

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Parker-Hannifin Corporation, an Ohio corporation (the "Corporation"), hereby (1) constitutes and appoints Donald E. Washkewicz, Timothy K. Pistell and Thomas A. Piraino, Jr., collectively and individually, as her true and lawful attorney or attorneys-in-fact, with full power of substitution and resubstitution to (a) sign and file on her behalf and in 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 5,500,000 shares of the Corporation's Common Stock, par value \$.50 per share, for issuance under the Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan, (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 connection with the foregoing, 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.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. Except as otherwise specifically provided herein, the power of attorney granted herein shall not in any manner revoke in whole or in part any power of attorney that each of the undersigned has previously executed. This power of attorney shall not be revoked by any subsequent power of attorney any of the undersigned may execute, unless such subsequent power specifically refers to this power of attorney or specifically states that the instrument is intended to revoke all prior general powers of attorney or all prior powers of attorney.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statements below are required under the New York General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL:

Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") powers to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar powers. When your agent exercises these powers, he or she must act according to any instructions you have provided, or, where there are no specific instructions, in your best interest. "Important Information for the Agent" near the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public. You can request information from your agent at any time. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may

execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us. If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this power of attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the power of attorney is terminated or revoked. You must: (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest; (2) avoid conflicts that would impair your ability to act in the principal's best interest; (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law; (4) keep a record of all receipts, payments, and transactions conducted for the principal; and (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in the following manner: (Principal's Name) by (Your Signature) as Agent.

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless there is a Statutory Major Gifts Rider attached to this Power of Attorney that specifically gives you that authority. If you have that authority, you must act according to any instructions of the principal, or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 7 day of January, 2010.

/s/ Candy M. Obourn

Candy M. Obourn
Director

State of NY)

County of Ontario) ss.:

On the 7 day of January, 2010, the undersigned, personally appeared Candy M. Obourn, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Deborah Hoffman

Signature and Office of individual taking acknowledgment

DEBORAH HOFFMAN
Notary Public, State of New York
No. 01HO6180669
Qualified in Ontario County
Commission Expires 1-14-12

I, Donald E. Washkewicz, have read the foregoing Power of Attorney. I am a person identified therein as an agent for the principals named therein. I acknowledge my legal responsibilities to the principals.

Agent signs here: ==> /s/ Donald E. Washkewicz

State of Ohio)

County of Cuyahoga) ss.:

On the 11th day of January, 2010, the undersigned, personally appeared Donald E. Washkewicz, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Angela M. Shorterage

Signature and Office of individual taking acknowledgment

Angela M. Shorterage, Notary Public
State of Ohio – Cuyahoga County
My Commission Expires April 12, 2014

I, Timothy K. Pistell, have read the foregoing Power of Attorney. I am a person identified therein as an agent for the principals named therein. I acknowledge my legal responsibilities to the principals.

Agent signs here: ==> /s/ Timothy K. Pistell

State of Ohio)

County of Cuyahoga) ss.:

On the 11th day of January, 2010, the undersigned, personally appeared Timothy K. Pistell, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Angela M. Shorterage

Signature and Office of individual taking acknowledgment

Angela M. Shorterage, Notary Public
State of Ohio – Cuyahoga County
My Commission Expires April 12, 2014

I, Thomas A. Piraino, have read the foregoing Power of Attorney. I am a person identified therein as an agent for the principals named therein. I acknowledge my legal responsibilities to the principals.

Agent signs here: ==> /s/ Thomas A. Piraino, Jr.

State of Ohio)

County of Cuyahoga) ss.:

On the 11th day of January, 2010, the undersigned, personally appeared Thomas A. Piraino, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Angela M. Shorterage

Signature and Office of individual taking acknowledgment

Angela M. Shorterage, Notary Public
State of Ohio – Cuyahoga County
My Commission Expires April 12, 2014