# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 20549**

# FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended December 31, 2011**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from______ to ______**

**Commission File number 1-4982**

# PARKER-HANNIFIN CORPORATION
**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **OHIO**<br>(State or other jurisdiction of incorporation or organization) | **34-0451060**<br>(IRS Employer Identification No.) |
| **6035 Parkland Blvd., Cleveland, Ohio**<br>(Address of principal executive offices) | **44124-4141**<br>(Zip Code) |

**Registrant's telephone number, including area code: (216) 896-3000**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

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 | ☐ |

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of Common Shares outstanding at December 31, 2011 150,902,888

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**PARKER-HANNIFIN CORPORATION**
**CONSOLIDATED STATEMENT OF INCOME**
**(Dollars in thousands, except per share amounts)**
**(Unaudited)**

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Net sales | $3,106,832 | $2,866,664 | $6,340,713 | $5,695,937 |
| Cost of sales | 2,381,322 | 2,195,728 | 4,795,764 | 4,333,602 |
| Gross profit | 725,510 | 670,936 | 1,544,949 | 1,362,335 |
| Selling, general and administrative expenses | 368,690 | 345,679 | 755,156 | 679,263 |
| Interest expense | 23,769 | 25,631 | 46,990 | 50,264 |
| Other (income), net | (5,896) | (6,624) | (7,729) | (9,806) |
| Income before income taxes | 338,947 | 306,250 | 750,532 | 642,614 |
| Income taxes | 96,604 | 74,432 | 210,031 | 161,766 |
| Net income | $ 242,343 | $ 231,818 | $ 540,501 | $ 480,848 |
| Less: Noncontrolling interests in subsidiaries' earnings | 1,577 | 1,638 | 2,717 | 3,497 |
| Net income attributable to common shareholders | $ 240,766 | $ 230,180 | $ 537,784 | $ 477,351 |
| Earnings per share attributable to common shareholders: | | | | |
| Basic | $ 1.59 | $ 1.42 | $ 3.55 | $ 2.96 |
| Diluted | $ 1.56 | $ 1.39 | $ 3.47 | $ 2.90 |
| Cash dividends per common share | $ .37 | $ .29 | $ .74 | $ .56 |

See accompanying notes to consolidated financial statements.

**PARKER-HANNIFIN CORPORATION**

**CONSOLIDATED BALANCE SHEET**
**(Dollars in thousands)**

| | (Unaudited) December 31, 2011 | June 30, 2011 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 487,984 | $ 657,466 |
| Accounts receivable, net | 1,828,117 | 1,977,856 |
| Inventories: | | |
| Finished products | 575,319 | 584,683 |
| Work in process | 726,721 | 670,588 |
| Raw materials | 150,624 | 156,882 |
| | 1,452,664 | 1,412,153 |
| Prepaid expenses | 129,439 | 111,934 |
| Deferred income taxes | 144,819 | 145,847 |
| Total current assets | 4,043,023 | 4,305,256 |
| Plant and equipment | 4,793,516 | 4,944,735 |
| Less accumulated depreciation | 3,102,354 | 3,147,556 |
| | 1,691,162 | 1,797,179 |
| Goodwill | 2,879,169 | 3,009,116 |
| Intangible assets, net | 1,101,020 | 1,177,722 |
| Investments and other assets | 613,210 | 597,532 |
| Total assets | $10,327,584 | $10,886,805 |
| LIABILITIES | | |
| Current liabilities: | | |
| Notes payable and long-term debt payable within one year | $ 78,375 | $ 75,271 |
| Accounts payable, trade | 1,069,503 | 1,173,851 |
| Accrued payrolls and other compensation | 327,261 | 467,043 |
| Accrued domestic and foreign taxes | 150,896 | 232,774 |
| Other accrued liabilities | 494,074 | 442,104 |
| Total current liabilities | 2,120,109 | 2,391,043 |
| Long-term debt | 1,659,434 | 1,691,086 |
| Pensions and other postretirement benefits | 838,644 | 862,938 |
| Deferred income taxes | 147,123 | 160,035 |
| Other liabilities | 306,371 | 293,367 |
| Total liabilities | 5,071,681 | 5,398,469 |
| EQUITY | | |
| Shareholders' equity: | | |
| Serial preferred stock, $.50 par value; authorized 3,000,000 shares; none issued | — | — |
| Common stock, $.50 par value; authorized 600,000,000 shares; issued 181,046,128 shares at December 31 and June 30 | 90,523 | 90,523 |
| Additional capital | 619,174 | 668,332 |
| Retained earnings | 7,311,219 | 6,891,407 |
| Accumulated other comprehensive (loss) | (765,350) | (450,990) |
| Treasury shares, at cost; 30,143,240 shares at December 31 and 25,955,619 shares at June 30 | (2,097,440) | (1,815,418) |
| Total shareholders' equity | 5,158,126 | 5,383,854 |
| Noncontrolling interests | 97,777 | 104,482 |
| Total equity | 5,255,903 | 5,488,336 |
| Total liabilities and equity | $10,327,584 | $10,886,805 |

See accompanying notes to consolidated financial statements.

**PARKER-HANNIFIN CORPORATION**

**CONSOLIDATED STATEMENT OF CASH FLOWS**
**(Dollars in thousands)**
**(Unaudited)**

| | Six Months Ended December 31, 2011 | Six Months Ended December 31, 2010 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | $ 540,501 | $ 480,848 |
| Adjustments to reconcile net income to net cash provided by operations: | | |
| Depreciation | 108,420 | 116,971 |
| Amortization | 55,711 | 53,322 |
| Share incentive plan compensation | 44,462 | 41,331 |
| Deferred income taxes | (19,903) | 31,121 |
| Foreign currency transaction loss | 5,194 | 9,419 |
| (Gain) on sale of plant and equipment | (1,308) | (5,244) |
| Changes in assets and liabilities, net of effect of acquisitions: | | |
| Accounts receivable, net | 70,385 | 26,609 |
| Inventories | (97,873) | (129,640) |
| Prepaid expenses | (19,204) | 9,844 |
| Other assets | (26,907) | (35,653) |
| Accounts payable, trade | (67,044) | 40,491 |
| Accrued payrolls and other compensation | (121,689) | (71,122) |
| Accrued domestic and foreign taxes | (78,788) | (39,497) |
| Other accrued liabilities | 76,027 | (8,056) |
| Pensions and other postretirement benefits | 52,135 | (136,394) |
| Other liabilities | 43,297 | 23,807 |
| Net cash provided by operating activities | 563,416 | 408,157 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Acquisitions (less cash acquired of $6,802 in 2011 and $1 in 2010) | (90,545) | (43,359) |
| Capital expenditures | (96,897) | (109,795) |
| Proceeds from sale of plant and equipment | 11,179 | 17,243 |
| Other | (14,498) | (9,369) |
| Net cash (used in) investing activities | (190,761) | (145,280) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from exercise of stock options | 1,833 | 16,306 |
| (Payments for) common shares | (313,544) | (30,000) |
| Tax benefit from share incentive plan compensation | 2,964 | 18,557 |
| (Payments of) notes payable, net | (1) | (18,908) |
| Proceeds from long-term borrowings | 104 | 295,714 |
| (Payments of) long-term borrowings | (1,192) | (257,133) |
| Dividends | (119,031) | (90,907) |
| Net cash (used in) financing activities | (428,867) | (66,371) |
| Effect of exchange rate changes on cash | (113,270) | 36,704 |
| Net (decrease) increase in cash and cash equivalents | (169,482) | 233,210 |
| Cash and cash equivalents at beginning of year | 657,466 | 575,526 |
| Cash and cash equivalents at end of period | $ 487,984 | $ 808,736 |

See accompanying notes to consolidated financial statements.

**PARKER-HANNIFIN CORPORATION**

**BUSINESS SEGMENT INFORMATION**
**(Dollars in thousands)**
**(Unaudited)**

The Company operates in three reportable business segments: Industrial, Aerospace and Climate & Industrial Controls. The Industrial Segment is the largest and includes a significant portion of international operations.

Industrial - This segment produces a broad range of motion-control and fluid systems and components used in all kinds of manufacturing, packaging, processing, transportation, mobile construction, agricultural and military machinery and equipment. Sales are made directly to major original equipment manufacturers (OEMs) and through a broad distribution network to smaller OEMs and the aftermarket.

Aerospace - This segment designs and manufactures products and provides aftermarket support for commercial, business jet, military and general aviation aircraft, missile and spacecraft markets. The Aerospace Segment provides a full range of systems and components for hydraulic, pneumatic and fuel applications.

Climate & Industrial Controls - This segment manufactures motion-control systems and components for use primarily in the refrigeration and air conditioning and transportation industries.

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Net sales | | | | |
| Industrial: | | | | |
| North America | $1,183,352 | $1,045,469 | $2,388,169 | $2,110,384 |
| International | 1,218,812 | 1,147,231 | 2,507,927 | 2,240,212 |
| Aerospace | 496,505 | 459,630 | 993,997 | 896,310 |
| Climate & Industrial Controls | 208,163 | 214,334 | 450,620 | 449,031 |
| Total | $3,106,832 | $2,866,664 | $6,340,713 | $5,695,937 |
| Segment operating income | | | | |
| Industrial: | | | | |
| North America | $ 195,738 | $ 159,429 | $ 418,965 | $ 348,791 |
| International | 165,940 | 167,776 | 374,159 | 351,576 |
| Aerospace | 70,262 | 63,644 | 138,899 | 107,420 |
| Climate & Industrial Controls | 9,823 | 9,501 | 29,615 | 31,053 |
| Total segment operating income | 441,763 | 400,350 | 961,638 | 838,840 |
| Corporate general and administrative expenses | 46,136 | 37,593 | 104,152 | 70,947 |
| Income before interest expense and other | 395,627 | 362,757 | 857,486 | 767,893 |
| Interest expense | 23,769 | 25,631 | 46,990 | 50,264 |
| Other expense | 32,911 | 30,876 | 59,964 | 75,015 |
| Income before income taxes | $ 338,947 | $ 306,250 | $ 750,532 | $ 642,614 |

**1. Management representation**

In the opinion of the management of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of December 31, 2011, the results of operations for the three and six months ended December 31, 2011 and 2010 and cash flows for the six months then ended. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's 2011 Annual Report on Form 10-K. Interim period results are not necessarily indicative of the results to be expected for the full fiscal year.

The Company has evaluated subsequent events that have occurred through the date these financial statements were issued. No subsequent events occurred that required either adjustment to or disclosure in these financial statements.

**2. New accounting pronouncements**

In May 2011, the Financial Accounting Standards Board (FASB) issued new accounting guidance to improve consistency with fair value measurement and disclosure requirements. This guidance is effective for interim and annual periods beginning after December 15, 2011. The Company does not anticipate its fair value measurements or disclosures will significantly change as a result of applying this new guidance.

In June 2011, the FASB issued new accounting guidance requiring an entity to present net income and other comprehensive income (OCI) in either a single continuous statement or in separate consecutive statements. The guidance does not change the items reported in OCI or when an item of OCI must be reclassified to net income. The guidance, which must be presented retrospectively, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.

In September 2011, the FASB issued new accounting guidance related to testing goodwill for impairment. The new guidance allows an entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether the entity should calculate the fair value of a reporting unit. It also expands the events and circumstances that an entity should consider between annual impairment tests in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. This guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company has not yet determined the effect, if any, that this new guidance will have on its goodwill impairment tests.

**3. Product warranty**

In the ordinary course of business, the Company warrants its products against defects in design, materials and workmanship over various time periods. The warranty accrual as of December 31, 2011 and June 30, 2011 is immaterial to the financial position of the Company and the change in the accrual for the current quarter and first six months of fiscal 2012 is immaterial to the Company's results of operations and cash flows.

## 4. Earnings per share

The following table presents a reconciliation of the numerator and denominator of basic and diluted earnings per share for the three and six months ended December 31, 2011 and 2010.

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Numerator: | | | | |
| Net income attributable to common shareholders | $ 240,766 | $ 230,180 | $ 537,784 | $ 477,351 |
| Denominator: | | | | |
| Basic - weighted average common shares | 150,960,202 | 161,701,219 | 151,699,614 | 161,486,878 |
| Increase in weighted average from dilutive effect of equity-based awards | 3,757,009 | 4,400,316 | 3,324,865 | 3,303,911 |
| Diluted - weighted average common shares, assuming exercise of equity-based awards | 154,717,211 | 166,101,535 | 155,024,479 | 164,790,789 |
| Basic earnings per share | $ 1.59 | $ 1.42 | $ 3.55 | $ 2.96 |
| Diluted earnings per share | $ 1.56 | $ 1.39 | $ 3.47 | $ 2.90 |

For the three months ended December 31, 2011 and 2010, 96,328 and 48,390 common shares subject to equity-based awards, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive. For the six months ended December 31, 2011 and 2010, 753,316 and 2,993,100 common shares subject to equity-based awards, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive.

## 5. Share repurchase program

The Company has a program to repurchase its common shares. Under the program, the Company is authorized to repurchase an amount of common shares each fiscal year equal to the greater of 7.5 million shares or five percent of the shares outstanding as of the end of the prior fiscal year. Repurchases are funded primarily from operating cash flows and commercial paper borrowings, and the shares are initially held as treasury stock. During the three-month period ended December 31, 2011, the Company repurchased 260,705 shares of its common stock at an average price of $76.72 per share. Fiscal year-to-date, the Company repurchased 4,615,527 shares at an average price of $67.59 per share.

## 6. Accounts receivable, net

The Accounts receivable, net caption in the Consolidated Balance Sheet is comprised of the following components:

| | December 31, 2011 | June 30, 2011 |
|---|---|---|
| Accounts receivable, trade | $1,614,776 | $1,780,137 |
| Allowance for doubtful accounts | (11,721) | (10,472) |
| Non-trade accounts receivable | 79,377 | 75,550 |
| Notes receivable | 145,685 | 132,641 |
| Total | $1,828,117 | $1,977,856 |

### 6. Accounts receivable, net, cont'd

Accounts receivable, trade are initially recorded at their net collectible amount and are generally recorded at the time the revenue from the sales transaction is recorded. Receivables are written off to bad debt primarily when, in the judgment of the Company, the receivable is deemed to be uncollectible due to insolvency of the debtor.

### 7. Business realignment charges

To structure its businesses in light of current and anticipated customer demand, the Company incurred business realignment charges in fiscal 2012 and fiscal 2011.

Business realignment charges by business segment are as follows:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Industrial | $ 1,194 | $ 1,688 | $6,898 | $4,437 |
| Aerospace | | | | 320 |
| Climate & Industrial Controls | | | 148 | |

Work force reductions by business segment are as follows:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Industrial | 33 | 41 | 204 | 208 |
| Aerospace | | | | 22 |
| Climate & Industrial Controls | | | 4 | |

The charges primarily consist of severance costs related to plant closures as well as general work force reductions implemented by various operating units throughout the world. The Company believes the realignment actions will positively impact future results of operations but will not have a material effect on liquidity and sources and uses of capital. The charges are presented primarily in the Cost of sales caption in the Consolidated Statement of Income for the three and six months ended December 31, 2011 and December 31, 2010. As of December 31, 2011, approximately $1.2 million in severance payments have been made relating to charges incurred during fiscal 2012, with the remaining payments expected to be made by March 31, 2012. All required severance payments have been made relating to charges incurred in fiscal 2011.

Additional charges to be recognized in future periods related to the realignment actions described above are not expected to be material.

**8. Equity**

Changes in equity for the three months ended December 31, 2011 and December 31, 2010 are as follows (net of tax amounts relate to Shareholders' Equity):

| | Shareholders' Equity | Noncontrolling Interests | Total Equity |
|---|---|---|---|
| Balance September 30, 2011 | $5,017,264 | $ 96,224 | $5,113,488 |
| Net income | 240,766 | 1,577 | 242,343 |
| Other comprehensive income (loss): | | | |
| Foreign currency translation (net of tax of $3,371) | (60,982) | (10) | (60,992) |
| Retirement benefits plan activity (net of tax of $11,640) | 19,106 | | 19,106 |
| Net realized loss (net of tax of $25) | 51 | | 51 |
| Total comprehensive income | 198,941 | 1,567 | 200,508 |
| Dividends paid | (56,013) | (14) | (56,027) |
| Stock incentive plan activity | 17,934 | | 17,934 |
| Shares purchased at cost | (20,000) | | (20,000) |
| Balance December 31, 2011 | $5,158,126 | $ 97,777 | $5,255,903 |

| | Shareholders' Equity | Noncontrolling Interests | Total Equity |
|---|---|---|---|
| Balance September 30, 2010 | $4,894,945 | $ 97,632 | $4,992,577 |
| Net income | 230,180 | 1,638 | 231,818 |
| Other comprehensive income: | | | |
| Foreign currency translation (net of tax of $12,397) | 9,301 | 2,337 | 11,638 |
| Retirement benefits plan activity (net of tax of $11,647) | 19,844 | | 19,844 |
| Net realized loss (net of tax of $32) | 51 | | 51 |
| Total comprehensive income | 259,376 | 3,975 | 263,351 |
| Dividends paid | (46,984) | (275) | (47,259) |
| Stock incentive plan activity | 25,924 | | 25,924 |
| Shares purchased at cost | (20,000) | | (20,000) |
| Balance December 31, 2010 | $5,113,261 | $ 101,332 | $5,214,593 |

**8. Equity, cont'd**

Changes in equity for the six months ended December 31, 2011 and December 31, 2010 are as follows (the net of tax amounts relate to Shareholders' Equity):

| | Shareholders' Equity | Noncontrolling Interests | Total Equity |
|---|---|---|---|
| Balance June 30, 2011 | $5,383,854 | $ 104,482 | $5,488,336 |
| Net income | 537,784 | 2,717 | 540,501 |
| Other comprehensive income (loss): | | | |
| Foreign currency translation (net of tax of $19,566) | (351,759) | 1,492 | (350,267) |
| Retirement benefits plan activity (net of tax of $22,524) | 37,296 | | 37,296 |
| Net realized loss (net of tax of $50) | 102 | | 102 |
| Total comprehensive income | 223,423 | 4,209 | 227,632 |
| Dividends paid | (112,091) | (6,940) | (119,031) |
| Stock incentive plan activity | 39,832 | | 39,832 |
| Acquisition activity | (64,920) | (3,974) | (68,894) |
| Shares purchased at cost | (311,972) | | (311,972) |
| Balance December 31, 2011 | $5,158,126 | $ 97,777 | $5,255,903 |

| | Shareholders' Equity | Noncontrolling Interests | Total Equity |
|---|---|---|---|
| Balance June 30, 2010 | $4,367,965 | $ 91,435 | $4,459,400 |
| Net income | 477,351 | 3,497 | 480,848 |
| Other comprehensive income: | | | |
| Foreign currency translation (net of tax of $17,487) | 288,701 | 6,675 | 295,376 |
| Retirement benefits plan activity (net of tax of $22,289) | 38,062 | | 38,062 |
| Net realized loss (net of tax of $68) | 110 | | 110 |
| Total comprehensive income | 804,224 | 10,172 | 814,396 |
| Dividends paid | (90,632) | (275) | (90,907) |
| Stock incentive plan activity | 61,704 | | 61,704 |
| Shares purchased at cost | (30,000) | | (30,000) |
| Balance December 31, 2010 | $5,113,261 | $ 101,332 | $5,214,593 |

**9. Goodwill and intangible assets**

The changes in the carrying amount of goodwill for the six months ended December 31, 2011 are as follows:

| | Industrial Segment | Aerospace Segment | Climate & Industrial Controls Segment | Total |
|---|---|---|---|---|
| Balance June 30, 2011 | $2,595,989 | $98,914 | $314,213 | $3,009,116 |
| Acquisitions | 2,704 | (193) | | 2,511 |
| Foreign currency translation | (126,664) | (39) | (5,755) | (132,458) |
| Balance December 31, 2011 | $2,472,029 | $98,682 | $308,458 | $2,879,169 |

Acquisitions represent the original goodwill allocation and any purchase price adjustments for the acquisitions during the measurement period subsequent to the applicable acquisition dates.

Intangible assets are amortized on the straight-line method over their legal or estimated useful lives. The following summarizes the gross carrying value and accumulated amortization for each major category of intangible assets:

| | December 31, 2011 | | June 30, 2011 | |
|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Patents | $ 118,220 | $ 62,668 | $ 124,015 | $ 61,061 |
| Trademarks | 304,055 | 120,895 | 319,158 | 116,995 |
| Customer lists and other | 1,221,961 | 359,653 | 1,251,271 | 338,666 |
| Total | $ 1,644,236 | $ 543,216 | $ 1,694,444 | $ 516,722 |

Total intangible amortization expense for the six months ended December 31, 2011 was $53,830. The estimated amortization expense for the five years ending June 30, 2012 through 2016 is $98,601, $92,256, $88,671, $85,078 and $81,538, respectively.

Intangible assets are evaluated for impairment whenever events or circumstances indicate that the undiscounted net cash flows to be generated by their use over their expected useful lives and eventual disposition may be less than their net carrying value. No such events or circumstances occurred during the six months ended December 31, 2011.

## 10. Retirement benefits

Net pension benefit cost recognized included the following components:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | $ 21,000 | $ 20,020 | $ 42,624 | $ 41,890 |
| Interest cost | 46,823 | 43,573 | 92,739 | 86,845 |
| Expected return on plan assets | (50,101) | (49,201) | (100,270) | (97,934) |
| Amortization of prior service cost | 3,523 | 3,197 | 7,007 | 6,326 |
| Amortization of net actuarial loss | 27,046 | 28,361 | 52,460 | 54,159 |
| Amortization of initial net (asset) | (15) | (15) | (30) | (29) |
| Net pension benefit cost | $ 48,276 | $ 45,935 | $ 94,530 | $ 91,257 |

Net postretirement benefit cost recognized included the following components:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | $ 181 | $ 136 | $ 362 | $ 275 |
| Interest cost | 881 | 980 | 1,762 | 1,962 |
| Net amortization and deferral and other | 129 | (113) | 258 | (228) |
| Net postretirement benefit cost | $ 1,191 | $ 1,003 | $2,382 | $2,009 |

## 11. Income taxes

As of December 31, 2011, the Company had gross unrecognized tax benefits of $135,641, including $58,678 of additions for tax positions related to the current fiscal year. The total amount of gross unrecognized tax benefits that, if recognized, would affect the effective tax rate was $88,069. If recognized, a significant portion of the gross unrecognized tax benefits would be offset against an asset currently recorded in the Consolidated Balance Sheet. The accrued interest related to the gross unrecognized tax benefits, excluded from the amounts above, was $9,313.

The Company and its subsidiaries file income tax returns in the United States and various foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities throughout the world. The Company is no longer subject to examinations of its federal income tax returns by the Internal Revenue Service for fiscal years through 2007. All significant state, local and foreign tax returns have been examined for fiscal years through 2001. The Company believes that it is reasonably possible that within the next 12 months examinations by taxing authorities in the United States and certain foreign jurisdictions will be settled. As a result of the settlement of these examinations, the Company anticipates that the total amount of gross unrecognized tax benefits related to various income and expense items may be reduced by an amount of up to $35 million.

## 12. Financial instruments and fair value measurement

The Company's financial instruments consist primarily of cash and cash equivalents, long-term investments, and accounts receivable as well as obligations under accounts payable, trade, notes payable and long-term debt. Due to their short-term nature, the carrying values for cash and cash equivalents, accounts receivable, accounts payable, trade and notes payable approximate fair value. The carrying value of long-term debt (excluding leases) was $1,737,467 and $1,765,892 at December 31, 2011 and June 30, 2011, respectively, and was estimated to have a fair value of $1,981,380 and $1,902,221 at December 31, 2011 and June 30, 2011, respectively. The fair value of long-term debt was estimated using discounted cash flow analyses based on the Company's current incremental borrowing rate for similar types of borrowing arrangements.

The Company utilizes derivative and non-derivative financial instruments, including forward exchange contracts, costless collar contracts, cross-currency swap contracts and certain foreign denominated debt designated as net investment hedges, to manage foreign currency transaction and translation risk. The derivative financial instrument contracts are with major investment grade financial institutions and the Company does not anticipate any material non-performance by any of the counterparties. The Company does not hold or issue derivative financial instruments for trading purposes.

The Company's Euro bonds and Japanese Yen credit facility have been designated as a hedge of the Company's net investment in certain foreign subsidiaries. The translation of the Euro bonds and Japanese Yen credit facility into U.S. dollars is recorded in accumulated other comprehensive income (loss) and remains there until the underlying net investment is sold or substantially liquidated.

Derivative financial instruments are recognized on the balance sheet as either assets or liabilities and are measured at fair value. Derivatives consist of costless collar and cross-currency swap contracts the fair value of which is calculated using market observable inputs including both spot and forward prices for the same underlying currencies. The fair value of the cross-currency swap contracts is calculated using a present value cash flow model that has been adjusted to reflect the credit risk of either the Company or the counterparty.

The following summarizes the location and fair value of derivative financial instruments reported in the Consolidated Balance Sheet as of December 31, 2011 and June 30, 2011:

| | Balance Sheet Caption | December 31, 2011 | June 30, 2011 |
|---|---|---|---|
| Net investment hedges | | | |
| Cross-currency swap contracts | Other liabilities | $8,556 | $36,582 |
| Cash flow hedges | | | |
| Costless collar contracts | Accounts receivable | 6,472 | 638 |
| Costless collar contracts | Other accrued liabilities | 1,952 | 2,979 |
| Forward exchange contracts | Other accrued liabilities | 7,992 | |

### 12. Financial instruments and fair value measurement, cont'd

The fair values at December 31, 2011 and June 30, 2011 are classified within level 2 of the fair value hierarchy. There are no other financial assets or financial liabilities that are marked to market on a recurring basis.

Gains or losses on derivatives that are not hedges are adjusted to fair value through the cost of sales caption in the Consolidated Statement of Income. Gains or losses on derivatives that are hedges are adjusted to fair value through accumulated other comprehensive income (loss) in the Consolidated Balance Sheet until the hedged item is recognized in earnings.

The cross-currency swap contracts have been designated as hedging instruments. The costless collar contracts and forward exchange contracts have not been designated as hedging instruments and are considered to be economic hedges of forecasted transactions.

Gains (losses) on derivative financial instruments that were recorded in the Consolidated Statement of Income are as follows:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Forward exchange contracts | $16,804 | $ 3,245 | $(14,588) | $19,048 |
| Costless collar contracts | (1,765) | (1,018) | 5,850 | (4,554) |

Gains (losses) on derivative and non-derivative financial instruments that were recorded in accumulated other comprehensive income (loss) in the Consolidated Balance Sheet are as follows:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| Cross-currency swap contracts | $ 1,674 | $ 3,244 | $17,315 | $(11,577) |
| Foreign denominated debt | 5,287 | 226 | 16,665 | (36,334) |

There was no ineffectiveness of the cross-currency swap contracts or foreign denominated debt, nor was any portion of these financial instruments excluded from the effectiveness testing, during the six months ended December 31, 2011 and 2010.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2011 AND COMPARABLE PERIODS ENDED DECEMBER 31, 2010

### OVERVIEW

The Company is a leading worldwide diversified manufacturer of motion and control technologies and systems, providing precision engineered solutions for a wide variety of mobile, industrial and aerospace markets.

The Company's order rates provide a near-term perspective of the Company's outlook particularly when viewed in the context of prior and future order rates. The Company publishes its order rates on a quarterly basis. The lead time between the time an order is received and revenue is realized generally ranges from one day to 12 weeks for mobile and industrial orders and from one day to 18 months for aerospace orders. The Company believes the leading economic indicators of these markets that have a strong correlation to the Company's future order rates are as follows:

- Purchasing Managers Index (PMI) on manufacturing activity specific to regions around the world with respect to most mobile and industrial markets;
- Global aircraft miles flown and global revenue passenger miles for commercial aerospace markets and Department of Defense spending for military aerospace markets; and
- Housing starts with respect to the North American residential air conditioning market and certain mobile construction markets.

A PMI above 50 indicates that the manufacturing activity specific to a region in the mobile and industrial markets is expanding. A PMI below 50 indicates the opposite. The PMI at the end of December 2011 for the United States, the Eurozone countries and China was 53.9, 46.9, and 48.7, respectively. Since June 30, 2011 and September 30, 2011, the PMI for the Eurozone countries and China have decreased while the PMI for the United States has declined since June 30, 2011 but has increased since September 30, 2011.

Global aircraft miles flown have increased approximately five percent and global revenue passenger miles have increased approximately four percent from their comparable fiscal 2011 levels. The Company anticipates that U.S. Department of Defense spending with regards to appropriations and operations and maintenance for the U.S. Government's fiscal year 2012 will be up slightly from the comparable fiscal 2011 level.

Housing starts in December 2011 were approximately 25 percent higher than housing starts in December 2010 and remained at essentially the same level of housing starts in September 2011.

The Company remains focused on maintaining its financial strength by adjusting its cost structure to reflect changing demand levels, maintaining a strong balance sheet and managing its cash. The Company continues to generate substantial cash flows from operations, has controlled capital spending and has proactively managed working capital. The Company has been able to borrow needed funds at affordable interest rates and had a debt to debt-shareholders' equity ratio of 25.2 percent at December 31, 2011 compared to 25.8 percent at September 30, 2011 and 24.7 percent at June 30, 2011.

The Company believes many opportunities for profitable growth are available. The Company intends to focus primarily on business opportunities in the areas of energy, water, agriculture, environment, defense, life sciences, infrastructure and transportation.

The Company believes it can meet its strategic objectives by:

- Serving the customer;
- Empowering employees to become successful in its lean enterprise and fostering an entrepreneurial culture;
- Successfully executing its Win Strategy initiatives relating to premier customer service, financial performance and profitable growth;
- Engineering innovative systems and products to provide superior customer value through improved service, efficiency and productivity;
- Delivering products, systems and services that have demonstrable savings to customers and are priced by the value they deliver;
- Maintaining its decentralized division and sales company structure;
- Acquiring strategic businesses;
- Organizing the Company around targeted regions, technologies and markets; and
- Advancing business practices to achieve corporate sustainability goals.

During the first six months of fiscal 2012, the Company completed three acquisitions. Acquisitions will continue to be considered from time to time to the extent there is a strong strategic fit, while at the same time, maintaining the Company's strong financial position. The Company will also continue to assess its existing businesses and initiate efforts to divest businesses that are not considered to be a good long-term strategic fit for the Company. Future business divestitures could have a negative effect on the Company's results of operations.

The discussion below is structured to separately discuss the Consolidated Statement of Income, Results by Business Segment, Consolidated Balance Sheet and Consolidated Statement of Cash Flows.

**CONSOLIDATED STATEMENT OF INCOME**

| (dollars in millions) | Three months ended December 31, 2011 | Three months ended December 31, 2010 | Six months ended December 31, 2011 | Six months ended December 31, 2010 |
|---|---|---|---|---|
| Net sales | $3,106.8 | $2,866.6 | $6,340.7 | $5,695.9 |
| Gross profit | $ 725.6 | $ 670.9 | $1,544.9 | $1,362.3 |
| Gross profit margin | 23.4% | 23.4% | 24.4% | 23.9% |
| Selling, general and administrative expenses | $ 368.7 | $ 345.7 | $ 755.2 | $ 679.2 |
| Selling, general and administrative expenses, as a percent of sales | 11.9% | 12.1% | 11.9% | 11.9% |
| Interest expense | $ 23.8 | $ 25.6 | $ 47.0 | $ 50.3 |
| Other (income), net | $ (5.9) | $ (6.6) | $ (7.7) | $ (9.8) |
| Effective tax rate | 28.5% | 24.3% | 28.0% | 25.2% |
| Net income | $ 242.3 | $ 231.8 | $ 540.5 | $ 480.8 |
| Net income, as a percent of sales | 7.8% | 8.1% | 8.5% | 8.4% |

**Net sales** for the current-year quarter and first six months of fiscal 2012 increased 8.4 percent and 11.3 percent, respectively, over the comparable prior-year net sales amounts reflecting higher sales in the Industrial and Aerospace Segments. Acquisitions made in the last 12 months contributed approximately $10 million and $32 million in sales in the current-year quarter and first six months of fiscal 2012, respectively. The effect of currency rate changes did not significantly impact sales in the current-year quarter and increased net sales by approximately $86 million in first six months of fiscal 2012.

**Gross profit margin** for the current-year quarter reflects the effect of manufacturing inefficiencies and an unfavorable product mix in the Industrial Segment. Gross profit margin increased for the first six months of fiscal 2012 primarily due to manufacturing efficiencies.

**Selling, general and administrative expenses** increased for the current-year quarter and first six months of fiscal 2012 over the comparable prior-periods primarily due to the higher sales volume as well as higher expenses associated with the Company's incentive and deferred compensation programs.

**Interest expense** for the current-year quarter and first six months of fiscal 2012 was lower than the prior-year quarter and first six months of fiscal 2011 primarily due to a lower amount of average debt outstanding.

**Other (income), net** for the current-year quarter and first six months of fiscal 2012 includes a gain of $0.5 million and $2.1 million, respectively, related to the sale of real estate. Other (income), net for the prior-year quarter and first six months of fiscal 2011 includes a $2.3 million gain from the sale of intellectual property and a gain of $4.1 million and $4.6 million, respectively, related to the sale of real estate.

**Effective tax rate** for the current-year quarter and first six months of fiscal 2012 was higher than the prior-year quarter and first six months of fiscal 2011 due primarily to the comparable prior-year amounts reflecting the effect of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 and a favorable settlement of a tax examination. The Company expects that the effective tax rate for fiscal 2012 will be approximately 29 percent.

## RESULTS BY BUSINESS SEGMENT

### *Industrial Segment*

| (dollars in millions) | Three months ended December 31, 2011 | Three months ended December 31, 2010 | Six months ended December 31, 2011 | Six months ended December 31, 2010 |
|---|---|---|---|---|
| Net sales | | | | |
| North America | $1,183.4 | $1,045.5 | $2,388.2 | $2,110.4 |
| International | 1,218.8 | 1,147.2 | 2,507.9 | 2,240.2 |
| Operating income | | | | |
| North America | 195.7 | 159.4 | 419.0 | 348.8 |
| International | $ 165.9 | $ 167.8 | $ 374.2 | $ 351.6 |
| Operating margin | | | | |
| North America | 16.5% | 15.2% | 17.5% | 16.5% |
| International | 13.6% | 14.6% | 14.9% | 15.7% |
| Backlog | $1,813.4 | $1,703.2 | $1,813.4 | $1,703.2 |

The Industrial Segment operations experienced the following percentage changes in net sales in the current-year compared to the equivalent prior-year period:

| | Period ending December 31 Three months | Period ending December 31 Six months |
|---|---|---|
| Industrial North America – as reported | 13.2% | 13.2% |
| Acquisitions | 0.4% | 0.7% |
| Currency | (0.3)% | 0.1% |
| Industrial North America – without acquisitions and currency | 13.1% | 12.4% |
| Industrial International – as reported | 6.2% | 12.0% |
| Acquisitions | 0.5% | 0.7% |
| Currency | 0.4% | 3.6% |
| Industrial International – without acquisitions and currency | 5.3% | 7.7% |
| Total Industrial Segment – as reported | 9.6% | 12.5% |
| Acquisitions | 0.5% | 0.7% |
| Currency | 0.1% | 1.9% |
| Total Industrial Segment – without acquisitions and currency | 9.0% | 9.9% |

The above presentation reconciles the percentage changes in net sales of the Industrial operations reported in accordance with U.S. GAAP to percentage changes in net sales adjusted to remove the effects of acquisitions made within the prior four fiscal quarters as well as the effects of currency exchange rates. The effects of acquisitions and currency exchange rates are removed to allow investors and the Company to meaningfully evaluate the percentage changes in net sales on a comparable basis from period to period.

Excluding the effects of acquisitions and currency exchange rates, the increase in Industrial North American sales for the current-year quarter and first six months of fiscal 2012 reflects higher demand experienced from distributors and end-users, particularly in the construction equipment, heavy-duty truck, mining, oil & gas, farm and agriculture equipment and machine tool markets. The increase in Industrial International sales for the current-year quarter and first six months of fiscal 2012 is primarily attributed to higher end-user demand experienced across most markets in all regions, with the largest increase in volume being experienced in Europe and in the Asia-Pacific region.

The increase in operating margins in the Industrial North American business for the current-year quarter and first six months of fiscal 2012 is primarily due to the higher sales volume, resulting in manufacturing efficiencies. The decrease in operating margins in the Industrial International businesses for the current-year quarter and first six months of fiscal 2012 is primarily due to the effect of an unfavorable product mix more than offsetting the benefit from the increase in sales volume. Industrial International margins were also adversely affected by manufacturing inefficiencies resulting from a decline in the rate of sales increase between the current-year and comparable prior-year periods, especially in the Asia-Pacific region.

Included in Industrial North American operating income for the first six months of fiscal 2012 and fiscal 2011 are business realignment charges of $1.0 million and $3.8 million, respectively. Included in Industrial International operating income for the first six months of fiscal 2012 and fiscal 2011 are business realignment charges of $5.9 million and $0.7 million, respectively. Business realignment expenses in the current-year and prior-year quarter for both the Industrial North American and Industrial International businesses were not significant. The business realignment expenses consist primarily of severance costs resulting from plant closures as well as general reductions in the work force. The Company does not anticipate that cost savings realized from the work force reductions taken during the first six months of fiscal 2012 will have a material impact on future operating margins. The Company expects to continue to take the actions necessary to structure appropriately the operations of the Industrial Segment. Such actions may include the necessity to record additional business realignment charges in fiscal 2012, the timing and amount of which has not been finalized.

The increase in backlog from the prior-year quarter is primarily due to higher order rates in most markets of the Industrial North American businesses. The decrease in backlog from the June 30, 2011 amount of $1,907.0 million is primarily due to lower order rates in most markets in the Industrial International businesses. The Company anticipates Industrial North American sales for fiscal 2012 will increase between 8.4 percent and 10.4 percent from the fiscal 2011 level and Industrial International sales for fiscal 2012 will increase between 1.9 percent and 3.9 percent from the fiscal 2011 level. Industrial North American operating margins in fiscal 2012 are expected to range from 17.0 percent to 17.4 percent and Industrial International operating margins are expected to range from 14.7 percent to 15.1 percent.

***Aerospace Segment***

| | Three months ended December 31, | | Six months ended December 31, | |
|---|---|---|---|---|
| (dollars in millions) | 2011 | 2010 | 2011 | 2010 |
| Net sales | $ 496.5 | $ 459.6 | $ 994.0 | $ 896.3 |
| Operating income | $ 70.3 | $ 63.6 | $ 138.9 | $ 107.4 |
| Operating margin | 14.2% | 13.8% | 14.0% | 12.0% |
| Backlog | $1,751.0 | $1,702.7 | $1,751.0 | $1,702.7 |

The increase in net sales in the current-year quarter and first six months of fiscal 2012 in the Aerospace Segment is primarily due to an increase in commercial original equipment manufacturer (OEM) and commercial aftermarket volume as well as higher military aftermarket volume partially offset by lower military OEM volume. The higher operating margins in the current-year quarter and first six months of fiscal 2012 were primarily due to the higher sales volume and favorable aftermarket sales mix.

The increase in backlog from the prior-year quarter and the June 30, 2011 amount of $1,702.3 million is primarily due to higher order rates in the commercial OEM and aftermarket businesses. For fiscal 2012, sales are expected to increase between 7.1 percent and 9.1 percent from the fiscal 2011 level. Operating margins are expected to range from 13.3 percent to 13.7 percent. A higher than expected concentration of commercial OEM volume in future product mix and higher than expected new product development costs could result in lower margins.

***Climate & Industrial Controls Segment***

| | Three months ended December 31, | | Six months ended December 31, | |
|---|---|---|---|---|
| (dollars in millions) | 2011 | 2010 | 2011 | 2010 |
| Net sales | $208.2 | $214.3 | $450.6 | $449.0 |
| Operating income | $ 9.8 | $ 9.5 | $ 29.6 | $ 31.1 |
| Operating margin | 4.7% | 4.4% | 6.6% | 6.9% |
| Backlog | $160.5 | $174.1 | $160.5 | $174.1 |

The decrease in net sales in the Climate & Industrial Controls Segment in the current-year quarter is primarily due to lower end-user demand in the residential air conditioning market. Sales for the first six months of fiscal 2012 remained relatively unchanged from the sales level for the first six months of fiscal 2011 primarily due to higher end-user demand in the heavy-duty truck and automotive markets being offset by lower demand in the residential air conditioning market. Operating margins in the current-year quarter and first six months of fiscal 2012 reflect the net effect of an unfavorable product mix and spending control efforts. Business realignment charges recorded by the Climate & Industrial Controls Segment in fiscal 2012 and fiscal 2011 were not significant. The Company may take further actions to structure appropriately the operations of the Climate & Industrial Controls Segment. Such actions may include the necessity to record business realignment charges in fiscal 2012.

The decrease in backlog from the prior-year quarter and from the June 30, 2011 amount of $171.0 million is primarily due to lower orders in the residential and commercial air conditioning markets. For fiscal 2012, sales are expected to range from a decrease of 2.7 percent to an increase of 0.3 percent from the fiscal 2011 level and operating margins are expected to range from 7.7 percent to 8.0 percent.

***Corporate general and administrative expenses***

Corporate general and administrative expenses were $46.1 million in the current-year quarter compared to $37.6 million in the prior-year quarter and were $104.2 million for the first six months of fiscal 2012 compared to $70.9 million for the first six months of fiscal 2011. As a percent of sales, corporate general and administrative expenses for the current-year quarter increased to 1.5 percent compared to 1.3 percent for the prior-year quarter and increased to 1.6 percent for the first six months of fiscal 2012 compared to 1.2 percent for the first six months of fiscal 2011. The higher expense for the current-year quarter and first six months of fiscal 2012 is primarily due to higher incentive and deferred compensation expenses.

**Other expense** (in the Business Segment Results) included the following:

| | Three months ended December 31, | | Six months ended December 31, | |
|---|---|---|---|---|
| (in millions) | 2011 | 2010 | 2011 | 2010 |
| Expense (income) | | | | |
| Currency transaction | $ 5.7 | $ 2.3 | $ (4.1) | $ 2.2 |
| Stock compensation | 8.6 | 8.1 | 27.8 | 33.2 |
| Asset sales and writedowns | .2 | (5.2) | (1.1) | (5.4) |
| Pensions | 19.2 | 18.8 | 35.9 | 37.0 |
| Other items, net | (.8) | 6.9 | 1.4 | 8.0 |
| | $ 32.9 | $ 30.9 | $59.9 | $ 75.0 |

**CONSOLIDATED BALANCE SHEET**

| (dollars in millions) | December 31, 2011 | June 30, 2011 |
|---|---|---|
| Accounts receivable, net | $1,828.1 | $1,977.9 |
| Inventories | 1,452.7 | 1,412.2 |
| Accrued payrolls and other compensation | 327.3 | 467.0 |
| Shareholders' equity | 5,158.1 | 5,383.9 |
| Working capital | $1,922.9 | $1,914.2 |
| Current ratio | 1.91 | 1.80 |

Accounts receivable, net is primarily receivables due from customers for sales of product ($1,615 million at December 31, 2011 and $1,780 million at June 30, 2011). Days sales outstanding relating to trade accounts receivable was 48 days at both December 31, 2011 and June 30, 2011. The Company believes that its receivables are collectible and appropriate allowances for doubtful accounts have been recorded.

Inventories increased $41 million, primarily in the Aerospace and Industrial Segments, in anticipation of positive order trends. Days' supply of inventory increased to 63 days from 55 days at June 30, 2011.

Accrued payrolls and other compensation decreased primarily due to the payment of incentive compensation during fiscal 2012 that had been accrued as of June 30, 2011.

Shareholders' equity activity during the first six months of fiscal 2012 included a decrease of approximately $312 million related to share repurchases, a decrease of approximately $65 million related to the acquisition of the remaining ownership interest in a joint venture, and a decrease of approximately $352 million related to foreign currency translation adjustments, primarily affecting Accounts receivable, Inventories, Plant and equipment, Goodwill, Intangible assets, Accounts payable, trade, Other accrued liabilities and Long-term debt.

**CONSOLIDATED STATEMENT OF CASH FLOWS**

| (in millions) | Six months ended December 31, 2011 | 2010 |
|---|---|---|
| Cash provided by (used in): | | |
| Operating activities | $ 563.4 | $ 408.2 |
| Investing activities | (190.8) | (145.3) |
| Financing activities | (428.9) | (66.4) |
| Effect of exchange rates | (113.2) | 36.7 |
| Net (decrease) increase in cash and cash equivalents | (169.5) | 233.2 |

**Cash flows from operating activities** increased from the first six months of fiscal 2011 primarily as a result of the absence of a discretionary pension contribution. Cash flow from operating activities for the prior-year first six months included a $200 million discretionary contribution made to the Company's U.S. qualified defined benefit plan. Cash flow used for working capital items for the first six months of fiscal 2012 and first six months of fiscal 2011 was $238 million and $171 million, respectively. The Company continues to focus on managing working capital requirements, especially with regards to accounts receivable, inventory and accounts payable.

**Cash flows used in investing activities** increased from the first six months of fiscal 2011 primarily due to an increase in acquisition activity.

**Cash flows used in financing activities** for the first six months of fiscal 2012 included the repurchase of approximately 4.6 million common shares for $312 million as compared to the repurchase of approximately 410,000 common shares for $30 million in the prior year. Cash flow from financing activities in the prior-year also included the issuance of $300 million aggregate principal amount of Medium-Term Notes and payments of approximately $257 million related to the Euro bonds which matured in November 2010.

The Company's goal is to maintain no less than an "A" rating on senior debt to ensure availability and reasonable cost of external funds. As a means of achieving this objective, the Company has established a financial goal of maintaining a ratio of debt to debt-shareholders' equity of no more than 37 percent.

| (In millions) Debt to Debt-Shareholders' Equity Ratio | December 31, 2011 | June 30, 2011 |
|---|---|---|
| Debt | $1,738 | $1,766 |
| Debt & Shareholders' equity | 6,896 | 7,150 |
| Ratio | 25.2% | 24.7% |

The Company has a line of credit totaling $1,500 million through a multi-currency revolving credit agreement with a group of banks, all of which was available as of December 31, 2011. The credit agreement expires in March 2016; however, the Company has the right to request a one-year extension of the expiration date on an annual basis, which request may result in changes to the current terms and conditions of the credit agreement. A portion of the credit agreement supports the Company's commercial paper note program, which is rated A-1 by Standard & Poor's, P-1 by Moody's and F-1 by Fitch Ratings. These ratings are considered investment grade. The revolving credit agreement requires the payment of a facility fee, the amount of which would increase in the event the Company's credit ratings are lowered. Although a lowering of the Company's credit ratings would likely increase the cost of future debt, it would not limit the Company's ability to use the credit agreement nor would it accelerate the repayment of any outstanding borrowings.

The Company is currently authorized to sell up to $1,350 million of short-term commercial paper notes. There were no commercial paper notes outstanding as of December 31, 2011 and the largest amount of commercial paper notes outstanding during the second quarter of fiscal 2012 was $814 million.

The Company's credit agreements and indentures governing certain debt agreements contain various covenants, the violation of which would limit or preclude the use of the credit agreements for future borrowings, or might accelerate the maturity of the related outstanding borrowings covered by the indentures. Based on the Company's rating level as of December 31, 2011, the most restrictive financial covenants provide that the ratio of secured debt to net tangible assets be less than 10 percent. However, the Company does not have secured debt in its debt portfolio. The Company is in compliance with all covenants and expects to remain in compliance during the term of the credit agreements and indentures.

The Company's principal sources of liquidity are its cash flows provided from operating activities and borrowings either from or directly supported by its line of credit. The Company's ability to borrow has not been affected by a lack of general credit and the Company does not foresee any impediments to borrow funds at favorable interest rates in the near future. The Company expects that its ability to generate cash from its operations and ability to borrow directly from its line of credit or sources directly supported by its line of credit should be sufficient to support working capital needs, planned growth, benefit plan funding, dividend payments and share repurchases in the near term.

## CRITICAL ACCOUNTING POLICIES

**Impairment of Goodwill and Long-Lived Assets** - Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests whenever events or circumstances indicate that the carrying value of a reporting unit may exceed its fair value. For the Company, a reporting unit is one level below the operating segment level. Determining whether an impairment has occurred requires the valuation of the respective reporting unit, which the Company has consistently estimated using a discounted cash flow model. The Company believes that the use of a discounted cash flow model results in the most accurate calculation of a reporting unit's fair value because the market value for a reporting unit is not readily available. The discounted cash flow analysis requires several assumptions, including future sales growth and operating margin levels, as well as assumptions regarding future industry specific market conditions. Each reporting unit regularly prepares discrete operating forecasts and uses these forecasts as the basis for the assumptions used in the discounted cash flow analyses. The Company has consistently used a discount rate commensurate with its cost of capital, adjusted for inherent business risks and has consistently used a terminal growth factor of 2.5 percent. The Company also reconciles the estimated aggregate fair value of its reporting units as derived from the discounted cash flow analyses to the Company's overall market capitalization.

The Company continually monitors its reporting units for impairment indicators and updates assumptions used in the most recent calculation of the fair value of a reporting unit as appropriate. The Company is unaware of any current market trends that are contrary to the assumptions made in the most recent estimation of the fair value of any of its reporting units. If the expected recovery of the current economic environment is not consistent with the Company's current expectations, it is possible that the estimated fair value of certain reporting units could fall below their carrying value resulting in the necessity to conduct additional goodwill impairment tests. The annual goodwill impairment test for fiscal 2012 is expected to be completed by the end of the third quarter of fiscal 2012.

Long-lived assets held for use, which primarily include finite lived intangible assets and property, plant and equipment, are evaluated for impairment whenever events or circumstances indicate that the undiscounted net cash flows to be generated by their use over their expected useful lives and eventual disposition are less than their net carrying value. The long-term nature of these assets requires the estimation of their cash inflows and outflows several years into the future and only takes into consideration technological advances known at the time of the impairment test. During the first six months of fiscal 2012, there were no events or circumstances that indicated that the net carrying value of the Company's long-lived assets was not recoverable.

**RECENTLY ISSUE ACCOUNITNG PRONOUNCEMENTS**

Refer to Note 2 to the Consolidated Financial Statements for discussion of recently issued accounting pronouncements.

**FORWARD-LOOKING STATEMENTS**

Forward-looking statements contained in this and other written and oral reports are made based on known events and circumstances at the time of release, and as such, are subject in the future to unforeseen uncertainties and risks. All statements regarding future performance, earnings projections, events or developments are forward-looking statements. It is possible that the future performance and earnings projections of the Company, including its individual segments, may differ materially from current expectations, depending on economic conditions within its mobile, industrial and aerospace markets, and the Company's ability to maintain and achieve anticipated benefits associated with announced realignment activities, strategic initiatives to improve operating margins, actions taken to combat the effects of the current economic environment, and growth, innovation and global diversification initiatives. A change in the economic conditions in individual markets may have a particularly volatile effect on segment performance.

Among other factors which may affect future performance are:

- changes in business relationships with and purchases by or from major customers, suppliers or distributors, including delays or cancellations in shipments, disputes regarding contract terms or significant changes in financial condition, changes in contract cost and revenue estimates for new development programs and changes in product mix,
- ability to identify acceptable strategic acquisition targets,
- uncertainties surrounding timing, successful completion or integration of acquisitions,
- ability to realize anticipated cost savings from business realignment activities,
- threats associated with and efforts to combat terrorism,
- uncertainties surrounding the ultimate resolution of outstanding legal proceedings, including the outcome of any appeals,
- competitive market conditions and resulting effects on sales and pricing,
- increases in raw material costs that cannot be recovered in product pricing,
- the Company's ability to manage costs related to insurance and employee retirement and health care benefits, and
- global economic factors, including manufacturing activity, air travel trends, currency exchange rates, difficulties entering new markets and general economic conditions such as inflation, deflation, interest rates and credit availability.

The Company makes these statements as of the date of this disclosure, and undertakes no obligation to update them unless otherwise required by law.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company manages foreign currency transaction and translation risk by utilizing derivative and non-derivative financial instruments, including forward exchange contracts, costless collar contracts and cross-currency swap contracts and certain foreign denominated debt designated as net investment hedges. The derivative financial instrument contracts are with major investment grade financial institutions and the Company does not anticipate any material non-performance by any of the counterparties. The Company does not hold or issue derivative financial instruments for trading purposes.

Derivative financial instruments are recognized on the balance sheet as either assets or liabilities and are measured at fair value. Further information on the fair value of these contracts is provided in Note 12 to the Consolidated Financial Statements. Gains or losses on derivatives that are not hedges are adjusted to fair value through the Consolidated Statement of Income. Gains or losses on derivatives that are hedges are adjusted to fair value through accumulated other comprehensive income (loss) in the Consolidated Balance Sheet until the hedged item is recognized in earnings. The translation of the foreign denominated debt that has been designated as a net investment hedge is recorded in accumulated other comprehensive income (loss) and remains there until the underlying net investment is sold or substantially liquidated.

The Company’s debt portfolio contains variable rate debt, inherently exposing the Company to interest rate risk. The Company’s objective is to maintain a 60/40 mix between fixed rate and variable rate debt thereby limiting its exposure to changes in near-term interest rates.

## ITEM 4. CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s principal executive officer and principal financial officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the second quarter of fiscal 2012. Based on this evaluation, the principal executive officer and principal financial officer have concluded that the Company’s disclosure controls and procedures are effective.

There has been no change in the Company’s internal control over financial reporting during the quarter ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

## PARKER-HANNIFIN CORPORATION

## PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings. Parker ITR S.r.l. (Parker ITR), a subsidiary acquired on January 31, 2002, has been the subject of a number of lawsuits and regulatory investigations. The lawsuits and investigations relate to allegations that for a period of up to 21 years, the Parker ITR business unit that manufactures and sells marine hose, typically used in oil transfer, conspired with competitors in unreasonable restraint of trade to artificially raise, fix, maintain or stabilize prices, rig bids and allocate markets and customers for marine oil and gas hose in the United States and in other jurisdictions. Parker ITR and the Company have cooperated with all of the regulatory authorities investigating the activities of the Parker ITR business unit that manufactures and sells marine hose and continue to cooperate with the investigations that remain ongoing. Several of the investigations and all but one of the lawsuits have concluded. The following investigations and lawsuit remain pending.

Brazilian competition authorities commenced their investigations on November 14, 2007. Parker ITR filed a procedural defense in January 2008. The Brazilian authorities appear to be investigating the period from 1999 through May 2007. In June 2011, the Brazilian competition authorities issued a report and Parker ITR filed a response to that report. The potential outcome of the investigation in Brazil is uncertain and will depend on the resolution of numerous issues not known at this stage of the investigation.

On May 15, 2007, the European Commission issued its initial Request for Information to the Company and Parker ITR. On January 28, 2009, the European Commission announced the results of its investigation of the alleged cartel activities. As part of its decision, the European Commission found that Parker ITR infringed Article 81 of the European Commission treaty from April 1986 to May 2, 2007 and fined Parker ITR 25.61 million euros. The European Commission also determined that the Company was jointly and severally responsible for 8.32 million euros of the total fine which related to the period from January 2002, when the Company acquired Parker ITR, to May 2, 2007, when the cartel activities ceased. Parker ITR and the Company filed an appeal to the Court of First Instance of the European Communities on April 10, 2009.

A lawsuit was filed against the Company and Parker ITR on May 25, 2010 under the False Claims Act in the Central District of California: The United States of America ex rel. Douglas Farrow v. Trelleborg, AB et al. The United States declined to intervene against the Company or Parker ITR in the case. Plaintiff generally seeks treble damages, penalties for each false claim and attorneys' fees. The court dismissed the complaint with prejudice as to the Company, but it remains pending against Parker ITR.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) ***Unregistered Sales of Equity Securities.*** Not applicable.
(b) ***Use of Proceeds.*** Not applicable.
(c) ***Issuer Purchases of Equity Securities.***

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid Per Share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1) | (d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| October 1, 2011 through October 31, 2011 | 97,113(2) | $ 70.41 | 95,300 | 10,621,678 |
| November 1, 2011 through November 30, 2011 | 82,000 | $ 81.51 | 82,000 | 10,539,678 |
| December 1, 2011 through December 31, 2011 | 83,405 | $ 79.13 | 83,405 | 10,456,273 |
| Total: | 262,518 | $ 76.65 | 260,705 | 10,456,273 |

(1) On August 16, 1990, the Company publicly announced that its Board of Directors authorized the repurchase by the Company of up to 3.0 million shares of its common stock. From time to time, the Board of Directors has adjusted the number of shares authorized for repurchase under this program. On August 3, 2011, the Board of Directors of the Company approved an increase in the number of shares authorized for repurchase under this program so that, beginning on such date, the aggregate number of shares authorized for repurchase was equal to 15 million. Subject to this overall limitation, each fiscal year the Company is authorized to repurchase an amount of common shares equal to the greater of 7.5 million shares or five percent of the shares outstanding as of the end of the prior fiscal year. There is no expiration date for this program.

(2) Includes 1,813 shares surrendered to the Company by certain non-employee directors to satisfy tax withholding obligations on restricted stock issued under the Company's Non-Employee Directors' stock plans.

ITEM 6. Exhibits.

The following documents are furnished as exhibits and are numbered pursuant to Item 601 of Regulation S-K:

| Exhibit No. | Description of Exhibit |
|---|---|
| 10(a) | Form of Parker-Hannifin Corporation Non-Employee Directors' Restricted Stock Award Agreement.* |
| 10(b) | Parker-Hannifin Corporation Non-Employee Directors' Restricted Stock Award Terms and Conditions.* |
| 12 | Computation of Ratio of Earnings to Fixed Charges as of December 31, 2011.* |
| 31(i)(a) | Certification of the Principal Executive Officer Pursuant to 17 CFR 240.13a-14(a), as Adopted Pursuant to §302 of the Sarbanes-Oxley Act of 2002.* |

| | |
|---|---|
| 31(i)(b) | Certification of the Principal Financial Officer Pursuant to 17 CFR 240.13a-14(a), as Adopted Pursuant to §302 of the Sarbanes-Oxley Act of 2002.* |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to §906 of the Sarbanes-Oxley Act of 2002. * |
| 101.INS | XBRL Instance Document.* |
| 101.SCH | XBRL Taxonomy Extension Schema Document.* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.* |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. * |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.* |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.* |

* Submitted electronically herewith.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statement of Income for the three months ended December 31, 2011 and 2010, (ii) Consolidated Statement of Income for the six months ended December 31, 2011 and 2010, (iii) Consolidated Balance Sheet at December 31, 2011 and June 30, 2011, (iv) Consolidated Statement of Cash Flows for the six months ended December 31, 2011 and 2010 and (v) Notes to Consolidated Financial Statements for the six months ended December 31, 2011.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## SIGNATURE

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 thereunto duly authorized.

PARKER-HANNIFIN CORPORATION
(Registrant)

/s/ Jon P. Marten
Jon P. Marten
Executive Vice President - Finance and Administration and Chief Financial Officer

Date: February 8, 2012

EXHIBIT INDEX

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Exhibit 10(a)

TO: [PARTICIPANT NAME]

**PARKER-HANNIFIN CORPORATION**
**NON-EMPLOYEE DIRECTORS'**
**RESTRICTED STOCK AWARD AGREEMENT (RS-00_NED)**

The Human Resources and Compensation Committee of the Board of Directors ("Committee") of Parker-Hannifin Corporation ("Company") has awarded you the following number of restricted shares of Company Common Stock ("Shares") under the Parker-Hannifin Corporation Amended and Restated 2004 Non-Employee Directors' Stock Incentive Plan ("Plan") and subject to the Parker-Hannifin Corporation Non-Employee Directors' Restricted Stock Award Terms and Conditions (RS-00_NED) ("Terms and Conditions"):

| Issue Date | Number of Shares |
| --- | --- |
| [Grant Date] | [Number Granted] |

**Vesting Date.** Except as otherwise provided in the Terms and Conditions, the restrictions on the Shares will lapse on the date of the next Annual Shareholders' Meeting of the Company that occurs after the Issue Date ("Vesting Date").

**Your Action Items**. Please take the following actions:

- **Before you accept your grant,** click on the links below to review the Terms and Conditions and the Plan, which govern this award.
- **Accept** the Terms and Conditions and execute this Agreement by clicking on the "Accept" button below.
- **Inform the Company of any change in address or contact information, as necessary**.

Non-Employee Directors' Restricted Stock Award Terms and Conditions (RS-00_NED)
Amended and Restated 2004 Non-Employee Directors' Stock Incentive Plan

To view the most recent Annual Report, please click here
To view the most recent Proxy Statement, please click here
To view the 2004 Non-Employee Directors Stock Plan Prospectus, please click here

**Exhibit 10(b)**

**PARKER-HANNIFIN CORPORATION**
**NON-EMPLOYEE DIRECTORS'**
**RESTRICTED STOCK AWARD TERMS AND CONDITIONS (RS-00_NED)**

The Human Resources and Compensation Committee ("Committee") of the Board of Directors of Parker-Hannifin Corporation ("Company") has awarded you a number of restricted shares ("Shares") pursuant to the Parker-Hannifin Corporation Non-Employee Directors' Restricted Stock Award Agreement (RS-00_NED) ("Award Agreement") available on the website of the Company's third party Plan administrator (currently UBS Financial Services Inc.). The Shares have been awarded as of the grant date specified in the Award Agreement ("Grant Date"), and the Shares are subject to the terms, conditions and restrictions set forth in the Parker-Hannifin Corporation Amended and Restated 2004 Non-Employee Director Stock Incentive Plan ("Plan") and these Non-Employee Directors' Restricted Stock Award Terms and Conditions (RS-00_NED) ("Terms and Conditions"). References to the Committee in these Terms and Conditions will be deemed to be references to those persons to which authority has been delegated by the Committee in accordance with the terms of the Plan.

**1. Issuance of Shares**. Except as otherwise specified herein, the issuance of the Shares is subject to the terms and conditions of the Plan. During the vesting period, the Shares will be issued in an uncertificated book entry format at the transfer agent.

**2. Vesting of Shares**.

(a) Except as otherwise provided in these Terms and Conditions, the restrictions on the Shares will lapse on the Vesting Date described in the Award Agreement, provided that you have remained in continuous service as a Director of the Company through the Vesting Date.

(b) Notwithstanding the foregoing, in the event you cease to be Director of the Company for any reason prior to the Vesting Date, including, without limitation, your retirement, death, disability, voluntary or involuntary removal from the Board of Directors or a "change in control" of the Company (as defined in the Plan), a pro rata portion of your Shares will vest immediately, based upon the ratio of the number of months you actually served as a Director to the total number of months in the vesting period, and all remaining Shares will be forfeited.

**3. Transferability**. Prior to the Vesting Date, the Shares cannot be sold or otherwise transferred or assigned.

**4. Transfer of Shares After the Vesting Date.** Upon vesting, the Shares will be electronically transferred to your stock benefit plan account with the Company's Stock Incentive Plan Administrator.

**5. Dividends**. The Shares will earn non-refundable dividends prior to the Vesting Date, payable directly to you.

**6. Tax and Withholding**. Upon the earlier of vesting or your eligibility for retirement, the value of the Shares will become taxable income to you. In the event the Company is liable to remit tax withholding payments on your behalf, you will be obligated to immediately pay the Company for all such amounts payable by the Company at that time.

**7. Detrimental Activity, Claw-back Policy**.

(a) If you engage in any Detrimental Activity (as defined in the Plan), the Committee may at any time revoke this award by either canceling the Shares (whether unvested or vested) or, if vested Shares have been disposed of, by requiring repayment to the Company in cash of the fair market value (as defined in the Plan) of the liquidated shares as of the date the Committee revokes the award. The Company may set off any repayment in cancelled Shares or in cash against any amounts that may be owed to you by the Company, whether as director fees, deferred compensation, or in the form of any other benefit for any other reason. Detrimental Activity, as defined in the Plan, means activity that is determined in individual cases, by the Committee or its express delegate, to be detrimental to the interests of the Company or a subsidiary, including, without limitation, (i) rendering services to an organization, or engaging in a business, that is, in the judgment of the Committee or its express delegate, in competition with the Company; (ii) disclosing to anyone outside of the Company, or using for any purpose other than the Company's business, confidential information or material related to the Company, whether acquired by you during or after your service as a Director of the Company; (iii) fraud, embezzlement, theft-in-office or other illegal activity; or (iv) violation of the Company's Code of Ethics.

(b) By accepting this award, you acknowledge that the Shares may be subject to reduction, cancellation, forfeiture or recoupment, to such extent as may be provided under the Company's Claw-back Policy, as established by the Committee or the Board, as it now exists or as it may be amended from time to time.

**8. Beneficiary Designation**. To the extent permitted by the Committee, in its sole discretion, you have the right to designate one or more beneficiaries to receive all or part of your vested Shares in the event of your death. Any beneficiary designation permitted by the Committee shall be effective when it is submitted in writing to the Committee during your lifetime on a form prescribed by the Committee. The submission of a new beneficiary designation cancels all prior beneficiary designations. Any finalized divorce or marriage subsequent to the date of a beneficiary designation revokes such designation, unless in the case of divorce your previous spouse was not designated as beneficiary and unless in the case of marriage your new spouse was previously designated as beneficiary. If you are married, your spouse must consent to any designation of a beneficiary other than your spouse, and the spouse's consent shall be witnessed by a notary public in order for such designation to be valid. If you fail to designate a beneficiary as may be permitted by the Committee, or if such beneficiary designation is revoked by marriage, divorce, or otherwise without execution of a new designation, or if every person designated as beneficiary predeceases you or dies prior to the payment of your vested Shares, then the Company shall direct the payment of your vested Shares to the estate of the last to die of you and any beneficiaries.

**9. Adjustments**. Pursuant to Section 6 of the Plan, the Committee may adjust the number and kind of Shares subject to this award.

**10. Compliance with Law**. The Company shall make reasonable efforts to comply with all applicable federal and state securities laws and listing requirements with respect to the Shares.

**11. Amendments**. The Committee may amend these Terms and Conditions as provided in the Plan. Any amendment to the Plan shall be deemed to be an amendment to these Terms and Conditions to the extent that the amendment is applicable hereto. Notwithstanding the foregoing, no amendment of the

Plan or these Terms and Conditions shall adversely affect your rights under these Terms and Conditions without your consent unless the Committee determines that such amendment is necessary or advisable to conform the Plan or these Terms and Conditions to any present or future law, regulation or rule applicable to the Plan.

**12. Severability**. In the event that one or more of the provisions of these Terms and Conditions is invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions will continue to be valid and fully enforceable.

**13. Relation to Plan**. These Terms and Conditions and all rights under your Award Agreement and these Terms and Conditions are at all times subject to all other terms, conditions and provisions of the Plan (and any rules or procedures adopted under the Plan by the Committee). All capitalized terms not defined in these Terms and Conditions will have the meaning ascribed to such terms in the Plan. In the event of a conflict between the terms of the Plan and these Terms and Conditions, your Award Agreement or the Prospectus, the terms of the Plan will control. These Terms and Conditions, the Plan and the Award Agreement contain the entire agreement and understanding of the parties with respect to the subject matter contained in these Terms and Conditions, and supersede all prior written or oral communications, representations and negotiations in respect thereto.

**14. Successors and Assigns**. Without limiting Section 3, the provisions of these Terms and Conditions shall inure to the benefit of, and be binding upon, your successors, administrators, heirs, legal representatives and assigns, and the successors and assigns of the Company.

**15. Governing Law**. The interpretation, performance, and enforcement of these Terms and Conditions shall be governed by the laws of the State of Ohio, without regard to its conflict of law rules. Any dispute, disagreement or question which arises under or as a result of, or in any way relates to, the interpretation, construction or application of the terms of the Plan, the Award Agreement or these Terms and Conditions will be determined and resolved by the Committee. Such determination and resolution by the Committee will be final, binding and conclusive for all purposes.

**16. Consent to Transfer Personal Data**. By accepting this award, you voluntarily acknowledge and consent to the collection, use, processing and transfer of personal data as described in this Section 16. You are not obliged to consent to such collection, use, processing and transfer of personal data. However, failure to provide the consent may affect your ability to participate in the Plan. The Company holds certain personal information about you, that may include your name, home address and telephone number, fax number, email address, marital status, sex, beneficiary information, emergency contacts, passport / visa information, age, date of birth, social security number or other employee identification number, nationality, C.V. (or resume), personal bank account number, tax related information, option or benefit statements, any shares of stock or directorships in the Company, details of all options or any other entitlements to shares of Common Stock awarded, canceled, purchased, vested, unvested or outstanding in your favor, for the purpose of managing and administering the Plan ("Data"). The Company will transfer Data to any third parties assisting the Company in the implementation, administration and management of the Plan. These recipients may be located throughout the world, including the United States. You authorize them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing your participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of shares of stock on your behalf to a broker or other third party with whom you may elect to deposit any shares of stock acquired pursuant to the Plan.

You may, at any time, review Data, require any necessary amendments to it or withdraw the consents herein in writing by contacting the Company; however, withdrawing your consent may affect your ability to participate in the Plan.

**17. Electronic Delivery**. You hereby consent and agree to electronic delivery of any documents that the Company may elect to deliver (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered under the Plan. You also understand that you will have the right at any time to request that the Company deliver written copies of any and all materials referred to above at no charge. You hereby consent to any and all procedures the Company has established or may establish for an electronic signature system for delivery and acceptance of any such documents that the Company may elect to deliver, and you agree that your electronic signature is the same as, and has the same force and effect as, your manual signature. You consent and agree that any such procedures and delivery may be effected by a third party engaged by the Company to provide administrative services related to the Plan.

**18. Prospectus Notification**. Copies of the Prospectus and the most recent Annual Report and Proxy Statement issued by the Company are available for your review on the UBS One Source Web site. You have the right to receive a printed copy of the Prospectus upon request by either calling the third party Plan Administrator at 877-742-7471 or by sending your written request to Parker's Benefits Department.

**Exhibit 12**

**Parker-Hannifin Corporation**
**Computation of Ratio of Earnings to Fixed Charges**
**(In thousands, except ratios)**

| | Six Months Ended December 30, 2011 | Six Months Ended December 30, 2010 | Fiscal Year Ended June 30, 2011 | 2010 | 2009 | 2008 | 2007 |
|---|---|---|---|---|---|---|---|
| EARNINGS | | | | | | | |
| Income from continuing operations before income taxes and noncontrolling interests | $750,532 | $642,614 | $1,413,721 | $754,817 | $683,083 | $1,334,571 | $1,166,463 |
| Adjustments: | | | | | | | |
| Interest on indebtedness, exclusive of interest capitalized and interest on ESOP loan guarantee | 45,541 | 49,070 | 97,009 | 101,173 | 109,911 | 96,572 | 80,053 |
| Amortization of deferred loan costs | 1,449 | 1,194 | 2,695 | 2,426 | 2,143 | 1,793 | 1,511 |
| Portion of rents representative of interest factor | 19,749 | 20,597 | 39,499 | 41,194 | 41,839 | 35,378 | 29,000 |
| Loss (income) of equity investees | 1,084 | 278 | 2,592 | 6,757 | (1,529) | 2,596 | 1,059 |
| Amortization of previously capitalized interest | 98 | 128 | 226 | 259 | 262 | 278 | 282 |
| Income as adjusted | $818,453 | $713,881 | $1,555,742 | $906,626 | $835,709 | $1,471,188 | $1,278,368 |
| FIXED CHARGES | | | | | | | |
| Interest on indebtedness, exclusive of interest capitalized and interest on ESOP loan guarantee | $ 45,541 | $ 49,070 | $ 97,009 | $101,173 | $109,911 | $ 96,572 | $ 80,053 |
| Capitalized interest | | | | | | | 436 |
| Amortization of deferred loan costs | 1,449 | 1,194 | 2,695 | 2,426 | 2,143 | 1,793 | 1,511 |
| Portion of rents representative of interest factor | 19,749 | 20,597 | 39,499 | 41,194 | 41,839 | 35,378 | 29,000 |
| Fixed charges | $ 66,739 | $ 70,861 | $ 139,203 | $144,793 | $153,893 | $ 133,743 | $ 111,000 |
| RATIO OF EARNINGS TO FIXED CHARGES | 12.26x | 10.07x | 11.18x | 6.26x | 5.43x | 11.00x | 11.52x |

**Exhibit 31(i)(a)**

CERTIFICATIONS

I, Donald E. Washkewicz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Parker-Hannifin Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 8, 2012

/s/ Donald E. Washkewicz
Donald E. Washkewicz
Chief Executive Officer

**Exhibit 31(i)(b)**

CERTIFICATIONS

I, Jon P. Marten, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Parker-Hannifin Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 8, 2012

/s/ Jon P. Marten
Jon P. Marten
Executive Vice President – Finance and
Administration and Chief Financial Officer

**Exhibit 32**

Certification Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
§ 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Quarterly Report on Form 10-Q of Parker-Hannifin Corporation (the "Company") for the quarterly period ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: February 8, 2012

/s/ Donald E. Washkewicz
Name: Donald E. Washkewicz
Title: Chief Executive Officer

/s/ Jon P. Marten
Name: Jon P. Marten
Title: Executive Vice President-Finance and Administration and Chief Financial Officer