

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PARKER-HANNIFIN CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

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

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

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

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$0.50 per share (3)	9,200,000	\$94.00	\$864,800,000	\$117,958.72

- (1) Represents an increase in the number of shares of Common Stock of Parker-Hannifin Corporation (the "Registrant"), par value \$0.50 per share ("Common Shares"), that may be issued under the Amended and Restated Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan (the "Plan"). These shares are in addition to the Common Shares which were previously authorized for issuance under the Plan. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional Common Shares as may be issuable pursuant to anti-dilution provisions of the Plan.
- (2) Estimated solely for the purpose of calculating the aggregate offering price and registration fee pursuant to Rule 457 (c) and (h) promulgated under the Securities Act based on the average of the high and low sale prices of the Common Shares as reported on the New York Stock Exchange on February 11, 2013.
- (3) Each Common Share registered hereunder includes an associated common share purchase right (a "Right"). Until the occurrence of certain prescribed events, none of which has occurred, the Rights are not exercisable and may be transferred only with the Common Shares. No separate consideration is payable for the Rights.

Explanatory Note

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-164335) as filed with the Securities and Exchange Commission on January 14, 2010 to register Common Shares to be issued pursuant to the Plan are hereby incorporated by reference. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 9,200,000 Common Shares under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the SEC are incorporated herein by reference:

1. Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the SEC on August 24, 2012;
2. Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, filed with the SEC on November 2, 2012;
3. Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2012, filed with the SEC on February 6, 2013;
4. Current Reports on Form 8-K, filed with the SEC on October 29, 2012 and February 15, 2013;
5. The description of the Registrant's Common Shares, contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on September 8, 1967, and all amendments and reports filed with the SEC for the purpose of updating such description; and
6. The description of the Registrant's Common Share purchase rights contained in the Registrant's Registration Statement on Form 8-A, filed with the SEC on February 8, 2007, and all amendments and reports filed with the SEC for the purpose of updating that description.

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

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Shares registered hereby has been passed upon for the Registrant by Thomas A. Piraino, Jr., Vice President, General Counsel and Secretary of the Registrant. Mr. Piraino owns Common Shares and holds options to purchase Common Shares, which in the aggregate represent approximately 0.15% of the Registrant's outstanding Common Shares, and he is eligible to participate in the Registrant's equity plans.

Item 6. Indemnification of Directors and Officers.

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

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

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

(a) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper;

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

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

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

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

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

(c) By the shareholders;

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

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

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

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

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

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

(6) The indemnification or advancement of expenses authorized by this section shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification or

advancement of expenses under the articles, the regulations, any agreement, a vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, member, manager, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person. A right to indemnification or to advancement of expenses arising under a provision of the articles or the regulations shall not be eliminated or impaired by an amendment to that provision after the occurrence of the act or omission that becomes the subject of the civil, criminal, administrative, or investigative action, suit, or proceeding for which the indemnification or advancement of expenses is sought, unless the provision in effect at the time of that act or omission explicitly authorizes that elimination or impairment after the act or omission has occurred.

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

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

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

ITEM 8. EXHIBITS.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4(a)	Amended Articles of Incorporation of the Registrant incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1997 (Commission File No. 1-4982).
4(b)	Code of Regulations of the Registrant, as amended, incorporated by reference to Exhibit 3(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2007 (Commission File No. 1-4982).
4(c)	Shareholder Protection Rights Agreement, dated as of February 8, 2007, between the Registrant and Wells Fargo Bank, N.A. (as successor to National City Bank) incorporated by reference to Exhibit 1 to the Registrant's Form 8-A filed on February 8, 2007 (Commission File No. 1-4982).

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- 4(d) First Amendment to Shareholder Protection Rights Agreement, dated as of July 6, 2009, between the Registrant and Wells Fargo Bank, N.A. (as successor to National City Bank) incorporated by reference to Exhibit 4(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2009 (Commission File No. 1-4982).
 - 4(e) Amended and Restated Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan effective as of October 24, 2012, incorporated by reference to Appendix A of the Registrant's Proxy Statement on Schedule 14A, filed with the Commission on September 24, 2012 (Commission File No. 1-4982).
 - 5* Opinion of Counsel.
 - 23(a)* Consent of Deloitte & Touche LLP.
 - 23(b)* Consent of Counsel (included as part of Exhibit 5).
 - 24* Powers of Attorney.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 19th day of February, 2013.

PARKER-HANNIFIN CORPORATION

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

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Donald E. Washkewicz	Chairman, President and Chief Executive Officer (Principal Executive Officer)	2/19/13
* _____ Jon P. Marten	Executive Vice President – Finance and Administration and Chief Financial Officer (Principal Financial Officer)	2/19/13
* _____ Catherine A. Suever	Vice President and Controller (Principal Accounting Officer)	2/19/13
* _____ Robert G. Bohn	Director	2/19/13
* _____ Linda S. Harty	Director	2/19/13
* _____ William E. Kassling	Director	2/19/13
* _____ Robert J. Kohlhepp	Director	2/19/13
* _____ Klaus-Peter Müller	Director	2/19/13
* _____ Candy M. Obourn	Director	2/19/13
* _____ Joseph M. Scaminace	Director	2/19/13

*	Director	2/19/13
_____ Wolfgang R. Schmitt		
*	Director	2/19/13
_____ Åke Svensson		
*	Director	2/19/13
_____ James L. Wainscott		

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

February 19, 2013

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

EXHIBIT INDEX

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4(d)	First Amendment to Shareholder Protection Rights Agreement, dated as of July 6, 2009, between the Registrant and Wells Fargo Bank, N.A., as successor to National City Bank) incorporated by reference to Exhibit 4(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2009 (Commission File No. 1-4982).
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5*	Opinion of Counsel.
23(a)*	Consent of Deloitte & Touche LLP.
23(b)*	Consent of Counsel (included as part of Exhibit 5).
24*	Powers of Attorney.

* Filed herewith.



Parker Hannifin Corporation
Corporate Legal Department
6035 Parkland Boulevard
Cleveland, OH 44124-4141 USA

office 216 896 3000
fax 216 896 4027

February 19, 2013

Parker-Hannifin Corporation
6035 Parkland Boulevard
Cleveland, Ohio 44124

Re: Amended and Restated Parker-Hannifin Corporation
2009 Omnibus Stock Incentive Plan

Ladies and Gentlemen:

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

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

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

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

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

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

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

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

Very truly yours,

/s/ Thomas A. Piraino, Jr.

Thomas A. Piraino, Jr.
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 24, 2012, relating to the consolidated financial statements and financial statement schedules of Parker-Hannifin Corporation, and the effectiveness of Parker-Hannifin's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Parker-Hannifin Corporation for the year ended June 30, 2012.

/s/ DELOITTE & TOUCHE LLP

Cleveland, Ohio
February 19, 2013

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Parker-Hannifin Corporation, an Ohio corporation (the "Company"), hereby constitutes and appoints Donald E. Washkewicz, Thomas A. Piraino, Jr., Pamela J. Huggins, Jon P. Marten, Catherine A. Suever and Thomas C. Daniels, and each of them, as the true and lawful attorney-in-fact or attorneys-in-fact, with full power of substitution and resubstitution, for each of the undersigned and in the name, place and stead of each of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 (the "Securities Act") one or more registration statements on Form S-8 (the "Registration Statement") relating to the registration of the Company's securities, including Common Stock, par value \$0.50 per share, for issuance under the Amended and Restated Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan, with any and all amendments, supplements and exhibits thereto, whether on Form S-8 or otherwise, or any other document with any state securities commission or other regulatory authority with respect to the securities covered by the Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever required, necessary or desirable to be done in the premises, hereby ratifying and approving the act of said attorneys, and any of them, and any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

Executed as of this 24th day of October 2012.

/s/ D.E. Washkewicz

Donald E. Washkewicz
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ K.P. Müller

Klaus-Peter Müller
Director

/s/ Jon P. Marten

Jon P. Marten
Executive Vice President - Finance and Administration and Chief Financial Officer
(Principal Financial Officer)

/s/ Candy M. Obourn

Candy M. Obourn
Director

/s/ Catherine A. Suever

Catherine A. Suever
Vice President and Controller (Principal Accounting Officer)

/s/ Joseph M. Scaminace

Joseph M. Scaminace
Director

/s/ Robert G. Bohn

Robert G. Bohn
Director

/s/ Wolfgang R. Schmitt

Wolfgang R. Schmitt
Director

/s/ Linda S. Harty

Linda S. Harty
Director

/s/ Åke Svensson

Åke Svensson
Director

/s/ W.E. Kassling

William E. Kassling
Director

/s/ James L. Wainscott

James L. Wainscott
Director

/s/ Robert J. Kohlhepp

Robert J. Kohlhepp
Director