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FORM D

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Approval
OMB Number 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response 16.00



02039529

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

076334

FOR SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (<input type="checkbox"/> check if this is an amendment and name has changed, and indicate change.) Offering of common shares	
Filing Under (Check box(es) that apply): <input type="checkbox"/> Rule 504 <input type="checkbox"/> Rule 505 <input checked="" type="checkbox"/> Rule 506 Section 4(6) <input type="checkbox"/> ULOE Type of Filing: <input checked="" type="checkbox"/> New Filing <input type="checkbox"/> Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (<input type="checkbox"/> check if this is an amendment and name has changed, and indicate change.) Parker-Hannifin Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code) 6035 Parkland Blvd., Cleveland, OH 44124	Telephone Number (Including Area Code) (216) 896-3000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Manufacturer of fluid power systems	
Type of Business Organization <input checked="" type="checkbox"/> corporation <input type="checkbox"/> limited partnership, already formed <input type="checkbox"/> other (please specify): <input type="checkbox"/> business trust <input type="checkbox"/> limited partnership, to be formed	

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
1 2 19 38
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; O H
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

PROCESSED

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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	
2.	Enter the information requested for the following: <ul style="list-style-type: none"> • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers.
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Washkewicz, Donald E.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Hiemstra, Michael J.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Dennis, Dana A.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Piraino, Thomas A., Jr.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Collins, Duane E.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Breen, John G.	
Business or Residence Address (Number and Street, City, State, Zip Code) 18800 North Park Blvd., Shaker Hts., OH 44122	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Sullivan, Dennis W.	
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Ely, Paul C., Jr.	
Business or Residence Address (Number and Street, City, State, Zip Code) 3 Alexis Court, Menlo Park, CA 94025	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Likins, Peter W.	
Business or Residence Address (Number and Street, City, State, Zip Code) Office of the President, The University of Arizona, Administration Bldg., Rm 712, P.O. Box 21066, Tucson, Arizona 85721-0066	
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner	
Full Name (Last name first, if individual) Kassling, William E.	

Business or Residence Address (Number and Street, City, State, Zip Code) WABTEC Corporation, 10001 Air Brake Avenue, Wilmerding, PA 15148					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Mazzalupi, Guilio					
Business or Residence Address (Number and Street, City, State, Zip Code) Atlas Copco AB, SE-105 23 Stockholm, Sweden					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Ortino, Hector R.					
Business or Residence Address (Number and Street, City, State, Zip Code) Ferro Corporation, 1000 Lakeside Avenue, Cleveland, OH 44114					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Schmitt, Wolfgang R.					
Business or Residence Address (Number and Street, City, State, Zip Code) Trends 2 Innovation, 105 East Liberty, Wooster, OH 44691-0600					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Müller, Klaus-Peter					
Business or Residence Address (Number and Street, City, State, Zip Code) Commerzbank AG, Kaiserplatz, D-60261 Frankfurt am Main, Germany					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Rayfield, Allan L.					
Business or Residence Address (Number and Street, City, State, Zip Code) 6 the Point, Dataw Island, SC 29920					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Starnes, Debra L.					
Business or Residence Address (Number and Street, City, State, Zip Code) 10990 Lakeside Forest Lane, Houston, TX 77042					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Obourn, Candy M.					
Business or Residence Address (Number and Street, City, State, Zip Code) Eastman Kodak Company, 343 State Street, Rochester, NY 14650-1171					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Myslenski, John D.					
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Bond, Robert W.					
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Cortright, Lynn M.					
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Hayes, Stephen L.					
Business or Residence Address (Number and Street, City, State, Zip Code) 14300 Alton Parkway, Irvine, CA 92618					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Kashkoush, Marwan M.					

Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Mackie, Thomas W.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Oelslager, John K.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Pistell, Timothy K.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Vande Steeg, Nickolas W.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) FMR Corp.
Business or Residence Address (Number and Street, City, State, Zip Code) 82 Devonshire Street, Boston, Massachusetts 02109
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Banks, Lee C.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Beneker, Claus
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Garey, Daniel T.
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) White, Johnny
Business or Residence Address (Number and Street, City, State, Zip Code) 6035 Parkland Boulevard, Cleveland, OH 44124

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING													
1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE											Yes <input type="checkbox"/>		No <input checked="" type="checkbox"/>
2. What is the minimum investment that will be accepted from any individual?											\$12,842,000.00*		
3. Does the offering permit joint ownership of a single unit?											Yes <input type="checkbox"/>		No <input checked="" type="checkbox"/>
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											N/A		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Name (Last Name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Name (Last Name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

* Common shares with an aggregate value of \$12,842,000.00 were issued by Parker-Hannifin Corporation as payment for certain assets of Camfil Farr, Inc. (Delaware), Camfil Farr, Inc. (Canada) and Farr Filtration Ltd. that were purchased by Parker and Parker-Hannifin plc pursuant to an Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of May 10, 2002, among Camfil AB, Camfil Farr, Inc. (Delaware), Camfil Farr, Inc. (Canada), Farr Filtration Ltd., Parker-Hannifin plc and Parker.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0.00	\$ 0.00
Equity:	<u>\$12,842,000.00*</u>	<u>\$12,842,000.00*</u>
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred ...	
Convertible Securities (including warrants).....	\$ 0.00	\$ 0.00
Partnership Interests	\$ 0.00	\$ 0.00
Other (Specify _____)	\$ 0.00	\$ 0.00
Total	<u>\$12,842,000.00</u>	<u>\$12,842,000.00</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>1</u>	<u>\$12,842,000.00</u>
Non-accredited Investors.....	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only)	<u>1</u>	<u>\$12,842,000.00</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ 0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 5,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000.00
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 10,000.00
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) – Federal Express, duplication, filing fees and SEC registration fees	<input checked="" type="checkbox"/>	\$ 5,000.00
Total	<input checked="" type="checkbox"/>	<u>\$ 40,000.00</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$12,842,000.00****

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) or an asset purchase agreement.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$12,842,000.00
Repayment of indebtedness.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$
Other (specify):.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....		
Column Totals.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$
Total Payments Listed (column totals added)	<input type="checkbox"/>	\$12,842,000.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Parker-Hannifin Corporation	Signature <i>Thomas A. Piraino, Jr.</i>	Date 6/5/2002
Name of Signer (Print or Type) Thomas A. Piraino, Jr.	Title of Signer (Print or Type) Vice President, General Counsel and Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

** No amount for expenses was deducted because Parker paid all expenses relating to issuance of its common shares pursuant to the Asset Purchase Agreement. Accordingly, common shares of Parker with an aggregate value of \$12,842,000.00 were issued to the sellers in accordance with the Asset Purchase Agreement.