SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

······································				suer Name <b>and</b> Ticker					tionship of Reporting all applicable) Director	Person(s) to Issue			
(Last) PARKER-HANNI	(First) FIN CORPORATIO		ate of Earliest Transacti 15/2012	ion (Mont	h/Day	/Year)	x	Officer (give title below) VP, President	Other (specify below) Filtration Group				
6035 PARKLAND BOULEVARD			4. lf /	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person			
(Street)										Form filed by More	than One Report	ing Person	
CLEVELAND	OH	44124-4141											
(City)	(State)	(Zip)											
		Table I - No	n-Derivativ	ve Securities Acq	uired,	Disp	osed of, or	Benefi	cially Ov	vned			
Date		2. Transaction Date (Month/Day/Ye	Execution Date,		tion ıstr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)	

		Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1150.4)
Common Stock							6,780.547	1	Parker Retirement Savings Plan
Common Stock	08/15/2012	Α		13,534	Α	<b>\$</b> 0	20,001	D	
Common Stock	08/15/2012	F		5,544	D	\$81.55	14,457	D	

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)			6. Date Exerce Expiration D (Month/Day/	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Owned Following Reported	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Appreciation Right	\$81.86	08/15/2012		A		9,750		(1)	08/14/2022	Common Stock	9,750	\$0	9,750	D	

Explanation of Responses:

1. The SAR vests in three equal annual installments beginning 8/15/2013.

Remarks:

Rhoda M. Minichillo, Attorney-in-Fact 08/16/2012

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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