

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6—Final Amendment)*

and

SCHEDULE 13D

(Amendment No. 1)

(Rule 13d-101)

Under the Securities Exchange Act of 1934

Denison International plc

(Name of Subject Company (Issuer))

Parker-Hannifin Corporation

(Name of Filing Persons (Offeror))

Ordinary Shares, \$0.01 par value per share, and
American Depositary Shares each representing one Ordinary Share

(Title of Class of Securities)

248335101

(CUSIP Number of Class of Securities)

Thomas A. Piraino, Jr.

Vice President, General Counsel and Secretary

Parker-Hannifin Corporation

6035 Parkland Boulevard

Cleveland, Ohio 44124-4141

(216) 896-3000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Patrick J. Leddy

Jones Day

North Point

901 Lakeside Avenue

Cleveland, Ohio 44114-1190

(216) 586-3939

February 12, 2004

(Date of Event Which Requires Filing of this Statement)

CALCULATION OF FILING FEE

Transaction Valuation(1)

Amount of Filing Fee(2)

\$253,238,760

\$50,648

- (1) Estimated for purposes of calculating the filing fee only. This calculation assumes the purchase of all outstanding A Ordinary Shares, £8.00 par value per share (the "A Ordinary Shares"), and all Ordinary Shares, \$0.01 par value per share (the "Ordinary Shares") outstanding at any time during the Offer (as defined herein), including those Ordinary Shares represented by American Depositary Shares each representing one Ordinary Share ("ADSs," and together with the A Ordinary Shares and the Ordinary Shares, the "Shares"), of Denison International plc at a purchase price of \$24.00 per Share, net to the seller in cash, without interest. As of November 30, 2003, there were 7,015 A Ordinary Shares outstanding and 10,544,600 Ordinary Shares outstanding, including 599,234 outstanding options exercisable for 599,234 Ordinary Shares or ADSs.

(2) The fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, is 1/50 of one percent of the aggregate of the cash offered by the bidder.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$50,648

Filing Party: Parker-Hannifin Corporation

Form or Registration No.: Schedule TO

Date Filed: December 19, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Parker-Hannifin Corporation
I.R.S. Identification No.: 34-0451060

2. Check the Appropriate Box if a Member of a Group*
(a)
(b)

3. SEC Use Only

4. Source of Funds*
WC, OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization
Ohio

- | | | |
|--|------------------------------|------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. Sole Voting Power | 10,163,704 |
| | 8. Shared Voting Power | |
| | 9. Sole Dispositive Power | 10,163,704 |
| | 10. Shared Dispositive Power | |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,163,704

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)
96.39%

14. Type of Reporting Person*
CO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 19, 2003, as amended by Amendment No. 1 filed with the Securities and Exchange Commission on December 31, 2003, Amendment No. 2 filed with the Securities and Exchange Commission on January 13, 2004, Amendment No. 3 filed with the Securities and Exchange Commission on January 22, 2004, Amendment No. 4 filed with the Securities and Exchange Commission on February 5, 2004 and Amendment No. 5 filed with the Securities and Exchange Commission on February 10, 2004 (as amended, the "Schedule TO"), by Parker-Hannifin Corporation, an Ohio corporation ("Parker"). The Schedule TO relates to the offer by Parker to purchase all of the Ordinary Shares, \$0.01 par value per share (the "Ordinary Shares") outstanding at any time during the Offer (as defined herein), including those Ordinary Shares represented by American Depositary Shares each representing one Ordinary Share, of Denison International plc ("Denison") at a purchase price of \$24.00 per Ordinary Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer To Purchase, dated December 19, 2003 (the "Offer To Purchase"), and in the related Letter of Transmittal and Form of Acceptance (as they may be amended or supplemented from time to time, together constitute the "Offer"), a copy of each of which was filed with the Schedule TO on December 19, 2003 as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C), respectively. In addition, Parker offered to purchase all of the outstanding A Ordinary Shares, £8.00 par value per share, of Denison, which class of securities is not registered under the Securities Exchange Act of 1934, at a purchase price of \$24.00 per share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions of the Offer. This Amendment No. 6 to the Schedule TO is being filed on behalf of Parker.

Item 6. Purposes of the Transaction and Plans or Proposals.

Item 6 of the Schedule TO is hereby amended and supplemented by adding thereto the following:

"Parker intends to exercise its rights pursuant to Sections 428 to 430F of the UK Companies Act 1985 to compulsorily acquire all A Ordinary Shares and Ordinary Shares that it did not acquire pursuant to the Offer. A copy of each of the form of letter to non-assenting holders of A Ordinary Shares, form of letter to non-assenting holders of Ordinary Shares, form of Section 429(4) notice to non-assenting holders of A Ordinary Shares and Ordinary Shares, form of Section 429dec notice of compulsory acquisition and form of the advertisement to be placed in the *London Gazette* are filed as Exhibits (a)(5)(G), (a)(5)(H), (a)(5)(I), (a)(5)(J) and (a)(5)(K), respectively, to the Schedule TO and are hereby incorporated herein by reference."

Item 8. Interest in the Securities of the Subject Company.

Item 8 of the Schedule TO is hereby amended and supplemented by adding thereto the following:

"The Offer expired at 8:00 a.m., New York City time, on Thursday, February 12, 2004. Based on information provided by the Depositary, as of the expiration of the Offer, approximately 6,973 A Ordinary Shares, or approximately 99% of the outstanding A Ordinary Shares on a fully diluted basis, and approximately 10,163,704 Ordinary Shares, including those Ordinary Shares represented by ADSs of which 2,600 were tendered pursuant to guaranteed delivery procedures, in total representing 96% of the outstanding Ordinary Shares on a fully diluted basis, were validly tendered and not withdrawn. Parker has accepted for payment, and notified the Depositary to promptly pay for, the tendered and accepted Shares in accordance with the terms and conditions of the Offer.

On February 12, 2004, Parker and Denison issued a joint press release announcing the completion of the Offer. A copy of the press release issued by Parker and Denison on February 12, 2004 is filed herewith as Exhibit (a)(5)(F) and is incorporated herein by reference."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding thereto the following:

- "(a)(5)(F) Joint press release issued by Parker-Hannifin Corporation and Denison International plc on February 12, 2004
- (a)(5)(G) Form of letter to non-assenting holders of A Ordinary Shares
- (a)(5)(H) Form of letter to non-assenting holders of Ordinary Shares
- (a)(5)(I) Form of Section 429(4) notice to non-assenting holders of A Ordinary Shares and Ordinary Shares
- (a)(5)(J) Form of Section 429dec notice of compulsory acquisition
- (a)(5)(K) Form of advertisement in the *London Gazette*"

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2004

PARKER-HANNIFIN CORPORATION

By: /s/ THOMAS A. PIRAINO, JR.

Name: Thomas A. Piraino, Jr.

Title: Vice President, General Counsel and Secretary

Exhibit Index

Exhibit No.	Description
* (a)(1)(A)	Offer to Purchase, dated December 19, 2003
* (a)(1)(B)	Letter of Transmittal
* (a)(1)(C)	Form of Acceptance
* (a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
* (a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
* (a)(1)(F)	Notice of Guaranteed Delivery
* (a)(1)(G)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
* (a)(1)(H)	Summary Advertisement published on December 19, 2003 in The Wall Street Journal
* (a)(1)(I)	Newspaper Advertisement published on December 19, 2003 in the Financial Times
* (a)(1)(J)	Letter from J. Colin Keith, Chairman of the Board of Directors of Denison International plc, to Optionholders of Denison International plc, dated December 31, 2003
* (a)(1)(K)	The Denison International Stock Option Plan Notice of Exercise and Form of Acceptance
* (a)(5)(A)	Joint press release issued by Parker-Hannifin Corporation and Denison International plc on December 8, 2003
* (a)(5)(B)	Slide presentation available as of December 8, 2003 on Parker-Hannifin Corporation's investor relations website
* (a)(5)(C)	Press release issued by Parker-Hannifin Corporation on January 22, 2004
* (a)(5)(D)	Press release issued by Parker-Hannifin Corporation on February 5, 2004
* (a)(5)(E)	Press release issued by Parker-Hannifin Corporation on February 10, 2004
(a)(5)(F)	Joint press release issued by Parker-Hannifin Corporation and Denison International plc on February 12, 2004
(a)(5)(G)	Form of letter to non-assenting holders of A Ordinary Shares
(a)(5)(H)	Form of letter to non-assenting holders of Ordinary Shares
(a)(5)(I)	Form of Section 429(4) notice to non-assenting holders of A Ordinary Shares and Ordinary Shares
(a)(5)(J)	Form of Section 429dec notice of compulsory acquisition
(a)(5)(K)	Form of advertisement in the <i>London Gazette</i>
* (d)(1)	Acquisition Agreement, dated as of December 7, 2003, by and between Parker-Hannifin Corporation and Denison International plc
* (d)(2)	Amendment No. 1 to the Acquisition Agreement, dated as of December 19, 2003, by and between Parker-Hannifin Corporation and Denison International plc
* (d)(3)	Form of Tender Agreement, each dated as of December 7, 2003, by and between Parker-Hannifin Corporation and the shareholder of Denison International plc named therein
* (d)(4)	Non-Competition Agreement, dated as of December 7, 2003, by and between Parker-Hannifin Corporation and Anders C.H. Brag
* (d)(5)	Non-Competition Agreement, dated as of December 7, 2003, by and between Parker-Hannifin Corporation and J. Colin Keith
* (d)(6)	Confidentiality Agreement, dated as of July 22, 2003, between Parker-Hannifin Corporation and Denison International plc

* previously filed

of 6,973 A Ordinary Shares and 10,163,704 Ordinary Shares (including American Depository Shares) were validly tendered and not withdrawn (with 2,600 of these Ordinary Shares tendered pursuant to guaranteed delivery procedures). These totals represent approximately 99 percent of Denison's outstanding A Ordinary Shares and approximately 96 percent of Denison's outstanding Ordinary Shares, including those represented by American Depository Shares. Parker intends to exercise its right to acquire compulsorily the remaining outstanding A Ordinary Shares and Ordinary Shares for \$24.00 per share in cash, pursuant to sections 428 and 430 F of the UK Companies Act 1985.

Denison International plc is an industrial manufacturer and service provider for highly engineered hydraulic fluid power systems and components. For more information about Denison and its products, please visit www.denisonhydraulics.com.

With annual sales of \$6 billion, Parker Hannifin is the world's leading diversified manufacturer of motion and control technologies and systems, providing precision-engineered solutions for a wide variety of commercial, mobile, industrial and aerospace markets. Parker employs more than 45,000 people in 44 countries around the world. Parker has increased annual dividends paid to shareholders for 47 consecutive years, which is among the top five longest-running dividend-increase records in the S&P 500 index. For more information, visit Parker's web site at www.parker.com, or its investor information site at www.phstock.com.

Forward-Looking Statements:

Parker Hannifin:
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, including the ability to promptly consummate the compulsory acquisition. All statements regarding future performance, earnings projections, events or developments, including expectations relating to Parker's success and timing in integrating the acquisition of Denison, the realization of growth and earnings opportunities arising out of such acquisition and the maintenance of customer relationships throughout the integration process, as well as the compulsory acquisition and its timing, are forward-looking statements. It is possible that the future performance of the company may differ materially from current expectations depending on economic conditions within its industrial markets, and the company's ability to achieve anticipated benefits associated with announced realignment activities, strategic initiatives to improve operating margins, and growth initiatives. A change in economic conditions in individual markets may have a particularly volatile effect on segment results. Among the other factors which may affect future performance are: changes in business relationships with and purchases by or from major customers or suppliers, including delays or cancellations in shipments; uncertainties surrounding timing, successful completion or integration of acquisitions; threats associated with and efforts to combat terrorism; competitive market conditions and resulting effects on sales and pricing; increases in raw-material costs that cannot be recovered in product pricing; and global economic factors, including currency exchange rates, difficulties entering new markets and general economic conditions such as interest rates. The company makes these statements as of the date of this disclosure, and undertakes no obligation to update them.

Denison International:
This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those currently anticipated. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements. The forward-looking statements made herein are only made as of the date of this press release and Denison International plc undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from an authorised person.

If you have sold all your shares in Denison International plc (“Denison”), please send this document and the accompanying statutory notice at once to Thomas A. Piraino, Jr., the Vice President, General Counsel and Secretary of Parker-Hannifin Corporation (the “Company”), at 6035 Parkland Boulevard, Cleveland, Ohio USA for transmission to the purchaser or transferee.

PARKER-HANNIFIN CORPORATION

(An Ohio corporation whose address is 6035 Parkland Blvd, Cleveland, OH 44124-4141)

To the holders of A ordinary shares in Denison
who have not validly accepted the Offer (as defined below)

17 February 2004

Dear Sir/Madam:

Tender offer by Parker-Hannifin Corporation for Denison International plc (“Denison”)

We refer to the offer document dated 19 December 2003 setting out the terms and conditions of the tender offer (“the Offer”) made by the Company to acquire the whole of the issued share capital of Denison (“the Denison Shares”). The Offer was declared unconditional in all respects as of 12 February 2004 and on 12 February 2004 the Company had accepted for payment over 90 percent of the shares of Denison to which the Offer relates. The offer expired on 12 February 2004.

We hereby confirm that your holding in Denison is being compulsorily acquired on the basis specified in the enclosed notice under the provisions of section 429 of the Companies Act 1985 and the consideration which you would otherwise have received through acceptance of the Offer will be transferred to Denison to be held on trust for you. Such consideration will be transferred to you upon prior application to Denison at any time after 30 March 2004 provided that such application is accompanied by confirmation of your postal address, the share certificate(s), certificate(s) of entitlement and/or other document(s) of title and/or a form of indemnity in respect of the Denison Shares held by you. In addition, when delivering the documents to Denison specified in the immediately preceding sentence hereof, please include the address to which the payment in respect of your holdings should be sent together with a telephone number at which you may be contacted.

Any queries regarding this matter should be directed to Thomas A. Piraino, Jr., the Vice President, General Counsel and Secretary of the Company, at 6035 Parkland Boulevard, Cleveland, Ohio USA, or at telephone number (001) (216) 896-3000.

Yours faithfully,

Donald E. Washkewicz
President, Chief Executive Officer and Director
Parker-Hannifin Corporation

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from an authorised person.

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PARKER-HANNIFIN CORPORATION

(An Ohio corporation whose address is 6035 Parkland Blvd, Cleveland OH 44124-4141)

To the holders of ordinary shares in Denison who have not validly accepted the Offer (as defined below)

Dear Sir/Madam:

17 February 2004

Tender offer by Parker-Hannifin Corporation for Denison International plc (“Denison”)

We refer to the offer document dated 19 December 2003 setting out the terms and conditions of the tender offer (“the Offer”) made by the Company to acquire the whole of the issued share capital of Denison (“the Denison Shares”). The Offer was declared unconditional in all respects as of 12 February 2003 and on 12 February 2004 the Company had accepted for payment over 90 percent of the shares of Denison to which the Offer relates. The offer expired on 12 February 2004.

We hereby confirm that your holding in Denison is being compulsorily acquired on the basis specified in the enclosed notice under the provisions of section 429 of the Companies Act 1985 and the consideration which you would otherwise have received through acceptance of the Offer will be transferred to Denison to be held on trust for you. Such consideration will be transferred to you upon prior application to Denison at any time after 30 March 2004 provided that such application is accompanied by confirmation of your postal address, the share certificate(s), certificate(s) of entitlement and/or other document(s) of title and/or a form of indemnity in respect of the Denison Shares held by you. In addition, when delivering the documents to Denison specified in the immediately preceding sentence hereof, please include the address to which the payment in respect of your holdings should be sent together with a telephone number at which you may be contacted.

Any queries regarding this matter should be directed to Thomas A. Piraino, Jr., the Vice President, General Counsel and Secretary of the Company, at 6035 Parkland Boulevard, Cleveland, Ohio USA, or at telephone number (001) (216) 896-3000.

Yours faithfully,

Donald E. Washkewicz
President, Chief Executive Officer and Director
Parker-Hannifin Corporation

COMPANIES FORM No. 429(4)

Notice to non-assenting shareholders

429(4)

Please complete legibly, preferably in black type or, bold block lettering

CHFP025

Pursuant to section 429(4) of the Companies Act 1985 as inserted by Schedule 12 to the Financial Services Act 1986

* Name(s) and address(es) of non-assenting shareholder(s)

To*

A takeover offer was made on 19 December 2003 ** by

** Insert date of offer

Parker-Hannifin Corporation ("the Offeror")

"the offeror(s)"

§ Insert description of class or classes of shares or convertible securities to which offer relates.

for § all of the issued shares/securities in

Denison International Plc

" the company"

The offeror(s) has/have within 4 months of making the offer or contracted to acquire not less than nine-tenths in value of the shares/securities of Ordinary A and Ordinary class/classes to which the offer relates. The offeror(s) give(s) notice that ~~he~~ they now intend(s) to exercise ~~his~~ their right under section 429 of the Companies Act 1985 to acquire shares held by your in the company.

† Insert terms of offer

The terms of the offer are†

US\$24.00 in cash for each A Ordinary Share and US\$24.00 in cash for each Ordinary Share

†† State address to which acceptance should be sent

If these terms include a choice of consideration, you should within 6 weeks of the date of this notice inform the offeror(s) in writing at †† N/A

which of the choices you wish to accept. If you fail to make a choice and do not make application to the court (see below) the offeror(s) will acquire your shares/securities on the following terms

Ref: 677187/1

N/A

NOTE You are entitled under section 430C of the Companies Act 1985 to make application to the court within 6 weeks of the date of this notice for an order either that the offeror(s) shall not be entitled and bound to acquire your shares or that different terms to those of the offer shall apply to the acquisition. If you are contemplating such an action you may wish to seek legal advice.

§§ If this notice is given by a company, it should be signed by a director or the secretary

Signed _____ * * * * §§Date _____

COMPANIES FORM No. 429dec

429dec

Statutory Declaration relating to a Notice to non-assenting shareholders

Pursuant to section 429(4) of the Companies Act 1985 as
inserted by Schedule 12 to the Financial Services Act 1986

To* Denison International Plc of Masters House, 107 Hammersmith Road, London, W14 OGH

“ the company”

Note

If there are joint offerors, this declaration must be made by all of them. Where any of the offerors is a company (whether or not a company within the meaning of the Companies Act 1985) this declaration must be signed by a director.

[I]Donald E. Washkewicz†
Director of Parker-Hannifin Corporation (registered in Ohio, USA)

do solemnly and sincerely declare that the conditions for giving the attached notice are satisfied and [I]We† make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at _____

Declarants to sign below

Ref: 677171/1

Day Month Year
on | | | | | | | | |

before me _____ * * * * *

A Commissioner for Oaths or Notary
Public or Justice of the Peace of
Solicitor having the powers conferred
on a Commissioner for Oaths.

CHFP025

Please complete legibly, preferably in black type or, bold block lettering

** Insert name and address of the company

† Delete as appropriate

FORM OF NOTICE FOR THE GAZETTE

Offer made by Parker-Hannifin Corporation (“the Company”) to acquire the whole of the issued share capital of Denison International plc (“the Denison Shares”) made on 19 December 2003 (“the Offer”).

NOTICE is hereby given that effective as of 12 February 2004 the Offer was declared unconditional in all respects and on 12 February 2004 the Company had accepted for payment over 90 percent of the shares of Denison to which the Offer relates. The Offer expired on 12 February 2004.

We hereby confirm that all of the Denison Shares held by persons who have not accepted the Offer (“the Non-Accepting Shareholders”) are being compulsorily acquired under the provisions of section 429 of the Companies Act 1985 and the consideration which you would otherwise have received through acceptance of the Offer will be transferred to Denison to be held on trust for the Non-Accepting Shareholders. Such consideration will be transferred to Non-Accepting Shareholders upon prior application to Denison at any time after 30 March 2004 provided that such application is accompanied by confirmation of their postal address, the certificate(s) of entitlement and/or other document(s) of title and/or a form of indemnity in respect of the Denison Shares held by them.

Any queries regarding this matter should be directed to Thomas A. Piraino, Jr., the Vice President, General Counsel and Secretary of the Company, at 6035 Parkland Boulevard, Cleveland, Ohio USA, or at telephone number (001) (216) 896-3000.