

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 March 31, 2012

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  
(State or other jurisdiction of  
incorporation or organization)

34-0451060  
(IRS Employer  
Identification No.)

6035 Parkland Blvd., Cleveland, Ohio  
(Address of principal executive offices)

44124-4141  
(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 March 31, 2012 151,051,111

**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		Nine Months Ended	
	March 31,		March 31,	
	2012	2011	2012	2011
Net sales	\$3,393,563	\$3,240,103	\$9,734,276	\$8,936,040
Cost of sales	2,590,315	2,463,083	7,386,079	6,796,685
Gross profit	803,248	777,020	2,348,197	2,139,355
Selling, general and administrative expenses	377,479	375,069	1,132,635	1,054,332
Interest expense	22,313	24,619	69,303	74,883
Other expense (income), net	2,629	(12,385)	(5,100)	(22,191)
Income before income taxes	400,827	389,717	1,151,359	1,032,331
Income taxes	88,138	108,069	298,169	269,835
Net income	\$ 312,689	\$ 281,648	\$ 853,190	\$ 762,496
Less: Noncontrolling interests	615	2,059	3,332	5,556
Net income attributable to common shareholders	\$ 312,074	\$ 279,589	\$ 849,858	\$ 756,940
Earnings per share attributable to common shareholders:				
Basic	\$ 2.07	\$ 1.72	\$ 5.61	\$ 4.68
Diluted	\$ 2.01	\$ 1.68	\$ 5.49	\$ 4.58
Cash dividends per common share	\$ .39	\$ .32	\$ 1.13	\$ .88

See accompanying notes to consolidated financial statements.

**PARKER-HANNIFIN CORPORATION**  
**CONSOLIDATED BALANCE SHEET**  
(Dollars in thousands)

	(Unaudited) March 31, 2012	June 30, 2011
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 773,459	\$ 657,466
Accounts receivable, net	2,061,501	1,977,856
Inventories:		
Finished products	562,422	584,683
Work in process	720,188	670,588
Raw materials	146,404	156,882
	<u>1,429,014</u>	<u>1,412,153</u>
Prepaid expenses	100,336	111,934
Deferred income taxes	132,991	145,847
Total current assets	<u>4,497,301</u>	<u>4,305,256</u>
Plant and equipment	4,876,378	4,944,735
Less accumulated depreciation	<u>3,154,408</u>	<u>3,147,556</u>
	1,721,970	1,797,179
Goodwill	2,926,311	3,009,116
Intangible assets, net	1,096,306	1,177,722
Other assets	647,236	597,532
Total assets	<u>\$10,889,124</u>	<u>\$10,886,805</u>
<b>LIABILITIES</b>		
Current liabilities:		
Notes payable and long-term debt payable within one year	\$ 273,907	\$ 75,271
Accounts payable, trade	1,148,939	1,173,851
Accrued payrolls and other compensation	412,997	467,043
Accrued domestic and foreign taxes	193,907	232,774
Other accrued liabilities	459,550	442,104
Total current liabilities	<u>2,489,300</u>	<u>2,391,043</u>
Long-term debt	1,515,217	1,691,086
Pensions and other postretirement benefits	848,521	862,938
Deferred income taxes	141,467	160,035
Other liabilities	308,151	293,367
Total liabilities	<u>5,302,656</u>	<u>5,398,469</u>
<b>EQUITY</b>		
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 March 31 and June 30	90,523	90,523
Additional capital	625,730	668,332
Retained earnings	7,551,260	6,891,407
Accumulated other comprehensive (loss)	(599,160)	(450,990)
Treasury shares, at cost; 29,995,017 shares at March 31 and 25,955,619 shares at June 30	(2,090,761)	(1,815,418)
Total shareholders' equity	<u>5,577,592</u>	<u>5,383,854</u>
Noncontrolling interests	8,876	104,482
Total equity	<u>5,586,468</u>	<u>5,488,336</u>
Total liabilities and equity	<u>\$10,889,124</u>	<u>\$10,886,805</u>

See accompanying notes to consolidated financial statements.

**PARKER-HANNIFIN CORPORATION**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(Dollars in thousands)  
(Unaudited)

	Nine Months Ended	
	2012	March 31, 2011
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>		
Net income	\$ 853,190	\$ 762,496
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation	159,505	172,469
Amortization	84,898	81,656
Share incentive plan compensation	64,102	56,792
Deferred income taxes	(54,928)	7,557
Foreign currency transaction loss	8,626	2,324
(Gain) on sale of plant and equipment	(2,921)	(8,191)
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable, net	(138,796)	(255,673)
Inventories	(55,329)	(134,256)
Prepaid expenses	11,367	27,927
Other assets	(26,360)	(40,926)
Accounts payable, trade	3,054	149,961
Accrued payrolls and other compensation	(40,216)	9,608
Accrued domestic and foreign taxes	(33,478)	47,365
Other accrued liabilities	52,368	(20,070)
Pensions and other postretirement benefits	89,078	(95,379)
Other liabilities	32,301	36,273
Net cash provided by operating activities	1,006,461	799,933
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
Acquisitions (less cash acquired of \$6,802 in 2012 and \$385 in 2011)	(31,004)	(60,227)
Capital expenditures	(154,097)	(158,455)
Proceeds from sale of plant and equipment	15,560	23,818
Other	(16,381)	(8,251)
Net cash (used in) investing activities	(185,922)	(203,115)
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
Proceeds from exercise of stock options	8,451	22,982
(Payments for) common shares	(333,545)	(56,235)
Tax benefit from share incentive plan compensation	12,549	37,451
Acquisition of noncontrolling interests	(147,441)	—
Proceeds from (payments for) notes payable, net	48,102	(18,901)
Proceeds from long-term borrowings	73,066	291,688
(Payments for) long-term borrowings	(73,405)	(257,752)
Dividends	(178,606)	(142,906)
Net cash (used in) financing activities	(590,829)	(123,673)
Effect of exchange rate changes on cash	(113,717)	59,284
Net increase in cash and cash equivalents	115,993	532,429
Cash and cash equivalents at beginning of year	657,466	575,526
Cash and cash equivalents at end of period	<u>\$ 773,459</u>	<u>\$1,107,955</u>

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 March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Net sales				
Industrial:				
North America	\$1,315,357	\$1,178,714	\$3,703,526	\$3,289,098
International	1,286,751	1,293,047	3,794,678	3,533,259
Aerospace	542,760	503,806	1,536,757	1,400,116
Climate & Industrial Controls	248,695	264,536	699,315	713,567
<b>Total</b>	<b><u>\$3,393,563</u></b>	<b><u>\$3,240,103</u></b>	<b><u>\$9,734,276</u></b>	<b><u>\$8,936,040</u></b>
Segment operating income				
Industrial:				
North America	\$ 226,986	\$ 189,463	\$ 645,951	\$ 538,254
International	195,065	199,798	569,224	551,374
Aerospace	65,925	68,984	204,824	176,404
Climate & Industrial Controls	23,203	22,577	52,818	53,630
<b>Total segment operating income</b>	<b>511,179</b>	<b>480,822</b>	<b>1,472,817</b>	<b>1,319,662</b>
Corporate general and administrative expenses	38,377	41,734	142,529	112,681
Income before interest expense and other expense	472,802	439,088	1,330,288	1,206,981
Interest expense	22,313	24,619	69,303	74,883
Other expense	49,662	24,752	109,626	99,767
<b>Income before income taxes</b>	<b><u>\$ 400,827</u></b>	<b><u>\$ 389,717</u></b>	<b><u>\$1,151,359</u></b>	<b><u>\$1,032,331</u></b>

**PARKER-HANNIFIN CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**Dollars in thousands, except per share amounts**

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**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 March 31, 2012, the results of operations for the three and nine months ended March 31, 2012 and 2011 and cash flows for the nine 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 incorrectly presented the acquisition of a noncontrolling interest in the investing activities section of the Consolidated Statement of Cash Flows for the three months ended September 30, 2011 and the six months ended December 31, 2011. Such amounts have been corrected through reclassification to the financing activities section in the Consolidated Statement of Cash Flows for the nine months ended March 31, 2012.

The Company has evaluated subsequent events that have occurred through the date these financial statements were issued. No subsequent events have occurred that required adjustment to these financial statements. On April 19, 2012, the Board of Directors of the Company modified the share repurchase program described in Note 5 such that for the fourth quarter of fiscal 2012 the fiscal year limitation was eliminated and the number of shares authorized for repurchase under the program was increased to up to 16 million, exclusive of any shares previously repurchased under the program during fiscal 2012.

**2. New accounting pronouncements**

In June 2011, the Financial Accounting Standards Board (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 March 31, 2012 and June 30, 2011 is immaterial to the financial position of the Company and the change in the accrual for the current and prior-year quarter and first nine months of fiscal 2012 and fiscal 2011 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 nine months ended March 31, 2012 and 2011.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
<b>Numerator:</b>				
Net income attributable to common shareholders	\$ 312,074	\$ 279,589	\$ 849,858	\$ 756,940
<b>Denominator:</b>				
Basic - weighted average common shares	151,017,910	162,160,426	151,472,380	161,711,394
Increase in weighted average common shares from dilutive effect of equity-based awards	<u>3,926,336</u>	<u>4,529,921</u>	<u>3,432,169</u>	<u>3,559,088</u>
Diluted - weighted average common shares, assuming exercise of equity-based awards	<u>154,944,246</u>	<u>166,690,347</u>	<u>154,904,549</u>	<u>165,270,482</u>
Basic earnings per share	\$ 2.07	\$ 1.72	\$ 5.61	\$ 4.68
Diluted earnings per share	\$ 2.01	\$ 1.68	\$ 5.49	\$ 4.58

For the three months ended March 31, 2012 and 2011, 74,554 and 33,129 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 nine months ended March 31, 2012 and 2011, 764,508 and 2,046,685 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 March 31, 2012, the Company repurchased 235,046 shares at an average price, including commissions, of \$85.09 per share. Fiscal year-to-date, the Company repurchased 4,850,573 shares at an average price, including commissions, of \$68.44 per share.

## 6. Accounts receivable, net

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

	March 31, 2012	June 30, 2011
Accounts receivable, trade	\$1,843,990	\$1,780,137
Allowance for doubtful accounts	(13,235)	(10,472)
Non-trade accounts receivable	82,525	75,550
Notes receivable	148,221	132,641
Total	<u>\$2,061,501</u>	<u>\$1,977,856</u>

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 the 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 March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Industrial	\$ 3,133	\$ 5,310	\$10,031	\$9,747
Aerospace				320
Climate & Industrial Controls	192		340	

Work force reductions by business segment are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Industrial	152	149	356	357
Aerospace				22
Climate & Industrial Controls	8		12	

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 business realignment charges for the three and nine months ended March 31, 2012 also included charges related to enhanced retirement benefits. 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 nine months ended March 31, 2012 and March 31, 2011. As of March 31, 2012, approximately \$7 million in severance payments have been made relating to charges incurred during fiscal 2012, with the majority of the remaining payments expected to be made by June 30, 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 March 31, 2012 and March 31, 2011 are as follows (net of tax amounts relate to Shareholders' Equity):

	<u>Shareholders' Equity</u>	<u>Noncontrolling Interests</u>	<u>Total Equity</u>
Balance December 31, 2011	\$ 5,158,126	\$ 97,777	\$5,255,903
Net income	312,074	615	312,689
Other comprehensive income (loss):			
Foreign currency translation (net of tax of \$3,983)	147,042	(27,101)	119,941
Retirement benefits plan activity (net of tax of \$11,244)	19,096		19,096
Realized loss (net of tax of \$25)	51		51
Total comprehensive income (loss)	478,263	(26,486)	451,777
Dividends paid	(59,015)	(560)	(59,575)
Stock incentive plan activity	28,912		28,912
Acquisition activity	(8,694)	(61,855)	(70,549)
Shares purchased at cost	(20,000)		(20,000)
Balance March 31, 2012	<u>\$ 5,577,592</u>	<u>\$ 8,876</u>	<u>\$5,586,468</u>
	<u>Shareholders' Equity</u>	<u>Noncontrolling Interests</u>	<u>Total Equity</u>
Balance December 31, 2010	\$ 5,113,261	\$ 101,332	\$5,214,593
Net income	279,589	2,059	281,648
Other comprehensive income (loss):			
Foreign currency translation (net of tax of \$9,584)	124,570	(1,570)	123,000
Retirement benefits plan activity (net of tax of \$11,516)	19,659		19,659
Realized loss (net of tax of \$25)	52		52
Total comprehensive income	423,870	489	424,359
Dividends paid	(51,999)		(51,999)
Stock incentive plan activity	23,011		23,011
Shares purchased at cost	(26,235)		(26,235)
Balance March 31, 2011	<u>\$ 5,481,908</u>	<u>\$ 101,821</u>	<u>\$5,583,729</u>

## 8. Equity, cont'd

Changes in equity for the nine months ended March 31, 2012 and March 31, 2011 are as follows (net of tax amounts relate to Shareholders' Equity):

	<u>Shareholders' Equity</u>	<u>Noncontrolling Interests</u>	<u>Total Equity</u>
Balance June 30, 2011	\$ 5,383,854	\$ 104,482	\$5,488,336
Net income	849,858	3,332	853,190
Other comprehensive income (loss):			
Foreign currency translation (net of tax of \$15,583)	(204,717)	(25,609)	(230,326)
Retirement benefits plan activity (net of tax of \$33,768)	56,392		56,392
Realized loss (net of tax of \$75)	153		153
Total comprehensive income (loss)	701,686	(22,277)	679,409
Dividends paid	(171,106)	(7,500)	(178,606)
Stock incentive plan activity	68,744		68,744
Acquisition activity	(73,614)	(65,829)	(139,443)
Shares purchased at cost	(331,972)		(331,972)
Balance March 31, 2012	<u>\$ 5,577,592</u>	<u>\$ 8,876</u>	<u>\$5,586,468</u>
	<u>Shareholders' Equity</u>	<u>Noncontrolling Interests</u>	<u>Total Equity</u>
Balance June 30, 2010	\$ 4,367,965	\$ 91,435	\$4,459,400
Net income	756,940	5,556	762,496
Other comprehensive income:			
Foreign currency translation (net of tax of \$27,071)	413,271	5,105	418,376
Retirement benefits plan activity (net of tax of \$33,805)	57,721		57,721
Realized loss (net of tax of \$93)	162		162
Total comprehensive income	1,228,094	10,661	1,238,755
Dividends paid	(142,631)	(275)	(142,906)
Stock incentive plan activity	84,715		84,715
Shares purchased at cost	(56,235)		(56,235)
Balance March 31, 2011	<u>\$ 5,481,908</u>	<u>\$ 101,821</u>	<u>\$5,583,729</u>

## 9. Goodwill and intangible assets

The changes in the carrying amount of goodwill for the nine months ended March 31, 2012 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	7,876	(192)		7,684
Foreign currency translation	(83,684)	(31)	(3,516)	(87,231)
Goodwill adjustments	(3,258)			(3,258)
Balance March 31, 2012	<u>\$2,516,923</u>	<u>\$ 98,691</u>	<u>\$310,697</u>	<u>\$2,926,311</u>

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

Goodwill adjustments primarily represent final adjustments to the purchase price allocation for acquisitions during the measurement period subsequent to the applicable acquisition dates. The Company's previously reported results of operations and financial position would not be materially different had the goodwill adjustments recorded during the first nine months of fiscal 2012 been reflected in the same reporting period that the initial purchase price allocations for those acquisitions were made.

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:

	March 31, 2012		June 30, 2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Patents	\$ 120,441	\$ 65,547	\$ 124,015	\$ 61,061
Trademarks	310,722	127,882	319,158	116,995
Customer lists and other	1,244,312	385,740	1,251,271	338,666
Total	<u>\$1,675,475</u>	<u>\$ 579,169</u>	<u>\$1,694,444</u>	<u>\$ 516,722</u>

Total intangible amortization expense for the nine months ended March 31, 2012 was \$81,559. The estimated amortization expense for the five years ending June 30, 2012 through 2016 is \$100,529, \$94,556, \$90,943, \$87,143 and \$83,328, 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 nine months ended March 31, 2012.

## 10. Retirement benefits

Net pension benefit cost recognized included the following components:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Service cost	\$ 21,350	\$ 21,139	\$ 63,974	\$ 63,029
Interest cost	45,981	43,852	138,720	130,697
Expected return on plan assets	(50,225)	(49,196)	(150,495)	(147,130)
Amortization of prior service cost	3,505	3,137	10,512	9,463
Amortization of net actuarial loss	26,706	27,370	79,166	81,529
Amortization of initial net (asset)	(15)	(15)	(45)	(44)
Net pension benefit cost	<u>\$ 47,302</u>	<u>\$ 46,287</u>	<u>\$ 141,832</u>	<u>\$ 137,544</u>

Net postretirement benefit cost recognized included the following components:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Service cost	\$ 183	\$ 233	\$ 545	\$ 508
Interest cost	838	724	2,600	2,686
Net amortization and deferral and other	92	621	350	393
Net postretirement benefit cost	<u>\$ 1,113</u>	<u>\$ 1,578</u>	<u>\$ 3,495</u>	<u>\$ 3,587</u>

## 11. Income taxes

As of March 31, 2012, the Company had gross unrecognized tax benefits of \$121,097, including \$65,305 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 \$72,005. 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 \$5,563.

The Company and its subsidiaries file income tax returns in the United States and in 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 United States Internal Revenue Service for fiscal years through 2010. All significant state, local and foreign tax returns have been examined for fiscal years through 2003. The Company does not anticipate that the total amount of gross unrecognized tax benefits will significantly change due to the settlement of examinations and the expiration of statutes of limitations within the next twelve months.

## 12. Financial instruments and fair value measurement

In May 2011, the FASB issued new accounting guidance to improve consistency with fair value measurement disclosure requirements. This guidance is effective for interim and annual periods beginning after December 15, 2011. The Company's fair value measurements and disclosures did not significantly change as a result of applying this new guidance.

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 \$1,740,528 and \$1,765,892 at March 31, 2012 and June 30, 2011, respectively, and was estimated to have a fair value of \$1,966,552 and \$1,902,221 at March 31, 2012 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 Consolidated 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 March 31, 2012 and June 30, 2011:

	<u>Balance Sheet Caption</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
<b>Net investment hedges</b>			
Cross-currency swap contracts	Other liabilities	\$19,292	\$36,582
<b>Cash flow hedges</b>			
Costless collar contracts	Accounts receivable	3,180	638
Forward exchange contracts	Accounts receivable	2,615	
Costless collar contracts	Other accrued liabilities	894	2,979

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

The fair values at March 31, 2012 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. Fair values are transferred between levels of the fair value hierarchy when facts and circumstances indicate that a change in the method of estimating the fair value of a financial asset or financial liability is warranted.

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 March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Forward exchange contracts	\$11,031	\$	\$(3,557)	\$19,048
Costless collar contracts	(1,252)	(1,212)	4,598	(5,766)

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 March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Cross-currency swap contracts	\$(6,633)	\$(7,317)	\$10,682	\$(18,894)
Foreign denominated debt	(1,268)	(8,353)	15,397	(44,687)

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 nine months ended March 31, 2012 and 2011.

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

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2012  
AND COMPARABLE PERIODS ENDED MARCH 31, 2011

**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 of the world in the mobile and industrial markets is expanding. A PMI below 50 indicates the opposite. The PMI at the end of March 2012 for the United States, the Eurozone countries and China was 53.4, 47.7 and 48.3, respectively. Since June 30, 2011 and December 31, 2011, the PMI for China has decreased, while the PMI for the United States and the Eurozone countries have declined since June 30, 2011 but have increased since December 31, 2011.

Global aircraft miles flown have increased approximately three percent from the comparable fiscal 2011 level and global revenue passenger miles have increased approximately four percent from the comparable fiscal 2011 level. 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 slightly up from the comparable fiscal 2011 level.

Housing starts in March 2012 were approximately 10 percent higher than housing starts in March 2011 and remained at essentially the same level of housing starts in December 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 funds at affordable interest rates and had a debt to debt-shareholders' equity ratio of 24.3 percent at March 31, 2012 compared to 25.2 percent at December 31, 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 its 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 around targeted regions, technologies and markets; and
- Advancing business practices to achieve corporate sustainability goals.

During the first nine months of fiscal 2012, the Company completed three acquisitions and purchased the outstanding shares not previously owned by the Company in two majority-owned subsidiaries. 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

<u>(dollars in millions)</u>	<u>Three Months Ended</u> <u>March 31,</u>		<u>Nine Months Ended</u> <u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net sales	\$3,393.6	\$3,240.1	\$9,734.3	\$8,936.0
Gross profit	\$ 803.2	\$ 777.0	\$2,348.2	\$2,139.3
Gross profit margin	23.7%	24.0%	24.1%	23.9%
Selling, general and administrative expenses	\$ 377.5	\$ 375.1	\$1,132.6	\$1,054.3
Selling, general and administrative expenses, as a percent of sales	11.1%	11.6%	11.6%	11.8%
Interest expense	\$ 22.3	\$ 24.6	\$ 69.3	\$ 74.9
Other expense (income), net	\$ 2.6	\$ (12.4)	\$ (5.1)	\$ (22.2)
Effective tax rate	22.0%	27.7%	25.9%	26.1%
Net income	\$ 312.7	\$ 281.6	\$ 853.2	\$ 762.5
Net income, as a percent of sales	9.2%	8.7%	8.8%	8.5%

**Net sales** increased 4.7 percent for the current-year quarter and 8.9 percent for the first nine months of fiscal 2012, over the comparable prior-year net sales amounts. The increase in net sales for the current-year quarter reflects higher sales in both the Industrial North American businesses and the Aerospace Segment. The increase in net sales for the first nine months of fiscal 2012 reflects higher sales in the Industrial North American businesses and the Aerospace Segment as well as the Industrial International businesses. Acquisitions made in the last 12 months contributed approximately \$7 million and \$39 million in sales in the current-year quarter and first nine months of fiscal 2012, respectively. The effect of currency rate changes decreased net sales by approximately \$42 million in the current-year quarter and increased net sales by approximately \$44 million for the first nine months of fiscal 2012.

**Gross profit margin** declined slightly in the current-year quarter from the comparable prior-year period primarily due to operating inefficiencies in the Industrial International businesses and higher engineering development costs in the Aerospace Segment. Gross profit margin for the first nine months of fiscal 2012 improved from the first nine months of fiscal 2011 due to a combination of the higher sales volume in the Industrial North American businesses, resulting in operating efficiencies, as well as favorable product mix in the Aerospace Segment.

**Selling, general and administrative expenses** increased for the first nine months of fiscal 2012 over the comparable prior period 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 nine months of fiscal 2012 decreased from the comparable prior-year periods primarily due to lower average debt outstanding.

**Other expense (income), net** for the prior-year quarter and first nine months of fiscal 2011 included income of \$14.6 million related to insurance recoveries.

**Effective tax rate** for the current-year quarter was lower than the prior-year quarter primarily due to discrete tax items in the current-year quarter having a more favorable impact on the tax rate than those recorded in the prior-year quarter. The discrete tax items in both periods relate primarily to the settlement of tax audits. The Company expects the effective tax rate for fiscal 2012 will be approximately 27 percent.

## RESULTS BY BUSINESS SEGMENT

### *Industrial Segment*

<u>(dollars in millions)</u>	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 31,</u>		<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net sales				
North America	\$1,315.4	\$1,178.7	\$3,703.5	\$3,289.1
International	1,286.8	1,293.0	3,794.7	3,533.3
Operating income				
North America	227.0	189.5	646.0	538.3
International	\$ 195.1	\$ 199.8	\$ 569.2	\$ 551.4
Operating margin				
North America	17.3%	16.1%	17.4%	16.4%
International	15.2%	15.5%	15.0%	15.6%
Backlog	\$1,887.8	\$1,855.8	\$1,887.8	\$1,855.8

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

	<b>Period Ending March 31</b>	
	<u>Three Months</u>	<u>Nine Months</u>
Industrial North America – as reported	11.6%	12.6%
Acquisitions	0.3%	0.6%
Currency	<u>(0.3)%</u>	<u>(0.1)%</u>
Industrial North America – without acquisitions and currency	<u>11.6%</u>	<u>12.1%</u>
Industrial International – as reported	(0.5)%	7.4%
Acquisitions	0.3%	0.5%
Currency	<u>(2.7)%</u>	<u>1.3%</u>
Industrial International – without acquisitions and currency	<u>1.9%</u>	<u>5.6%</u>
Total Industrial Segment – as reported	5.3%	9.9%
Acquisitions	0.3%	0.6%
Currency	<u>(1.6)%</u>	<u>0.6%</u>
Total Industrial Segment – without acquisitions and currency	<u>6.6%</u>	<u>8.7%</u>

The above presentation reconciles the percentage changes in net sales of the Industrial Segment 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 changes in currency exchange rates, the increase in Industrial North American sales for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily the result of higher demand from distributors and end-users in a number of markets, particularly in the heavy-duty truck, construction equipment, oil and gas, farm and agriculture equipment and machine tool markets. The increase in Industrial International sales for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily attributable to higher volume across most markets in all regions with the largest increase in volume experienced in Europe.

The increase in operating margins in the Industrial North American businesses for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily due to the higher sales volume, resulting in operating efficiencies. The decrease in operating margins in the Industrial International businesses for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily due to operating inefficiencies resulting from a decline in the rate of sales growth between the current year and comparable prior-year periods, especially in Europe and the Asia Pacific region.

Included in Industrial North American operating income are business realignment charges of \$2.0 million and \$0.6 million for the current-year quarter and prior-year quarter, respectively, and \$3.0 million and \$4.1 million for the first nine months of fiscal 2012 and fiscal 2011, respectively. Included in Industrial International operating income are business realignment charges of \$1.1 million and \$4.7 million for the current-year quarter and prior-year quarter, respectively, and \$7.0 million and \$5.7 million for the first nine months of fiscal 2012 and fiscal 2011, respectively. The business realignment charges consist primarily of severance costs resulting from plant closures as well as general reductions in work force. The Industrial North American business realignment charges for the current-year quarter also include expenses associated with enhanced retirement benefits. The Company does not anticipate that cost savings realized from the work force reductions taken during the first nine 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 the Industrial North American businesses more than offsetting lower order rates in the Industrial International businesses, primarily in the Asia Pacific region. The decline in backlog from the June 30, 2011 amount of \$1,907.0 million is primarily due to lower order rates in virtually all of the Industrial International businesses more than offsetting higher order rates in the Industrial North American businesses. The Company anticipates Industrial North American sales for fiscal 2012 will increase between 11.0 percent and 11.5 percent from the fiscal 2011 level and Industrial International sales for fiscal 2012 will increase between 3.3 percent and 4.1 percent from the fiscal 2011 level. Industrial North American operating margins in fiscal 2012 are expected to range from 17.3 percent to 17.5 percent and Industrial International operating margins are expected to range from 14.9 percent to 15.1 percent.

#### **Aerospace Segment**

<u>(dollars in millions)</u>	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 31,</u>		<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net sales	\$ 542.8	\$ 503.8	\$1,536.8	\$1,400.1
Operating income	\$ 65.9	\$ 69.0	\$ 204.8	\$ 176.4
Operating margin	12.1%	13.7%	13.3%	12.6%
Backlog	\$1,925.7	\$1,755.3	\$1,925.7	\$1,755.3

The increase in net sales in the Aerospace Segment for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily due to higher volume in both the commercial original equipment manufacturer (OEM) and aftermarket businesses as well as higher volume in both the military OEM and aftermarket businesses. The lower margins in the current-year quarter compared to the prior-year quarter were primarily due to the benefits from the higher sales volume being more than offset by higher engineering development costs. Margins for the first nine months of fiscal 2012 were higher compared to the prior-year first nine months primarily due to the higher sales volume and a favorable product 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 both the commercial and military OEM businesses as well as the military aftermarket business. For fiscal 2012, sales are expected to increase between 8.0 percent and 9.0 percent from the fiscal 2011 level and operating margins are expected to range from 13.2 percent to 13.4 percent. A higher 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

(dollars in millions)	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Net sales	\$248.7	\$264.5	\$699.3	\$713.6
Operating income	\$ 23.2	\$ 22.6	\$ 52.8	\$ 53.6
Operating margin	9.3%	8.5%	7.6%	7.5%
Backlog	\$178.0	\$189.6	\$178.0	\$189.6

The Climate & Industrial Controls (CIC) Segment operations experienced the following percentage changes in net sales in the current-year period compared to the comparable prior-year period:

	Period Ending March 31	
	Three Months	Nine Months
CIC Segment – as reported	(6.0)%	(2.0)%
Acquisitions	0.0%	0.1%
Currency	(0.9)%	0.1%
CIC Segment – without acquisitions and currency	(5.1)%	(2.2)%

The above presentation reconciles the percentage changes in net sales of the Climate & Industrial Controls Segment 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 changes in currency exchange rates, the decrease in net sales in the Climate & Industrial Controls Segment for the current-year quarter and first nine months of fiscal 2012 from the comparable prior-year periods is primarily due to lower end-user demand in the residential air conditioning market partially offset by higher end-user demand in the heavy-duty truck and automotive markets. Operating margins in both the current-year quarter and first nine months of fiscal 2012 were higher from the comparable prior-year periods primarily due to spending control efforts more than offsetting the impact of the decrease in sales volume. 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.

For fiscal 2012, sales are expected to decrease between 3.9 percent and 2.8 percent from the fiscal 2011 level and operating margins are expected to range from 8.0 percent to 8.2 percent, reflecting continued spending control efforts.

### Corporate general and administrative expenses

Corporate general and administrative expenses were \$38.4 million in the current-year quarter compared to \$41.7 million in the prior-year quarter and were \$142.5 million for the first nine months of fiscal 2012 compared to \$112.7 million for the first nine months of fiscal 2011. As a percent of sales, corporate general and administrative expenses for the current-year quarter were 1.1 percent compared to 1.3 percent for the prior-year quarter and were 1.5 percent and 1.3 percent for the first nine months of fiscal 2012 and fiscal 2011, respectively. The lower expenses for the current-year quarter are primarily due to market value fluctuations related to investments associated with the Company's deferred compensation program more than offsetting an increase in incentive compensation expenses. The higher expenses for the first nine months of fiscal 2012 are primarily due to higher deferred and incentive compensation expenses.

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

(in millions)	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2012	2011	2012	2011
Expense (income)				
Currency transaction	\$ 8.4	\$ (3.1)	\$ 4.3	\$ (0.9)
Stock-based compensation	9.5	9.2	37.3	42.4
Pensions	17.8	17.6	53.7	54.6
Asset sales and writedowns	(1.6)	.9	(2.9)	(2.0)
Other items, net	15.6	.2	17.2	5.7
	<u>\$ 49.7</u>	<u>\$ 24.8</u>	<u>\$ 109.6</u>	<u>\$ 99.8</u>

Included in Other items, net in the prior-year quarter and first nine months of fiscal 2011 was income of \$14.6 million related to insurance recoveries.

## CONSOLIDATED BALANCE SHEET

(dollars in millions)	March 31, 2012	June 30, 2011
Accounts receivable, net	\$2,061.5	\$1,977.9
Inventories	1,429.0	1,412.2
Notes payable	273.9	75.3
Shareholders' equity	5,577.6	5,383.9
Noncontrolling interests	8.9	104.5
Working capital	\$2,008.0	\$1,914.2
Current ratio	1.81	1.80

Accounts receivable, net is primarily receivables due from customers for sales of product (\$1,844 million at March 31, 2012 and \$1,780 million at June 30, 2011). Days sales outstanding relating to trade accounts receivable was 50 days at March 31, 2012 and 48 days at June 30, 2011. The Company believes that its receivables are collectible and appropriate allowances for doubtful accounts have been recorded.

Inventories increased \$17 million (\$55 million excluding the effect of foreign currency translation of \$38 million) primarily in the Industrial North American businesses and Aerospace Segment, in response to positive order trends. Days' supply of inventory was 57 days at March 31, 2012 and 55 days at June 30, 2011.

Notes payable at March 31, 2012 included \$225 million of long-term debt repayable within one year.

Shareholders' equity activity during the first nine months of fiscal 2012 included a decrease of approximately \$332 million related to share repurchases, a decrease of approximately \$74 million related to the acquisition of the remaining ownership interest in two majority-owned subsidiaries, and a decrease of approximately \$205 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.

Noncontrolling interests decreased from June 30, 2011 primarily as a result of the Company's purchase of outstanding shares not previously owned by the Company in two majority-owned subsidiaries.

## CONSOLIDATED STATEMENT OF CASH FLOWS

(in millions)	Nine months ended	
	March 31,	
	2012	2011
Cash provided by (used in):		
Operating activities	\$1,006.5	\$ 799.9
Investing activities	(185.9)	(203.1)
Financing activities	(590.8)	(123.7)
Effect of exchange rates	(113.8)	59.3
Net increase in cash and cash equivalents	\$ 116.0	\$ 532.4

**Cash flows from operating activities** increased compared to the first nine months of fiscal 2011 primarily due to a lower amount of cash used for working capital needs, especially Accounts receivable and Inventory, as well as an increase in Net income. The Company continues to focus on managing its inventory and other working capital requirements. The Company made a \$200 million voluntary contribution to its domestic qualified defined benefit pension plan during the first nine months of fiscal 2011.

**Cash flows used in financing activities** in fiscal 2012 included the repurchase of approximately 4.9 million common shares for \$332 million as compared to the repurchase of approximately 0.7 million common shares for \$56 million in the prior year. During the first nine months of fiscal 2012, the Company purchased the outstanding shares not previously owned by the Company in two majority-owned subsidiaries. Cash flow activities in the current-year include a borrowing and a repayment, each for 6 billion Japanese Yen (approximately \$73 million), under the terms of separate credit facilities. Cash flow activities in the prior year 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.

(dollars in millions)	March 31,	June 30,
Debt to Debt-Shareholders' Equity Ratio	2012	2011
Debt	\$ 1,789	\$1,766
Debt & Shareholders' equity	\$ 7,367	\$7,150
Ratio	24.3%	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, of which \$1,452 million was available as of March 31, 2012. 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 an annual 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. As of March 31, 2012, \$48 million of commercial paper notes were outstanding and the largest amount of commercial paper notes outstanding during the third quarter of fiscal 2012 was \$692 million.

During the current-year quarter, the Company entered into a five-year JPY (Japanese Yen) 6 billion credit facility. Based on the Company's rating level at March 31, 2012, the credit facility bears interest of JPY LIBOR (reset semi-annually) plus 55 basis points. Interest is paid semi-annually and any principal borrowings are due to be repaid in March 2017. The Company borrowed the full JPY 6 billion during the current-year quarter, equivalent to approximately \$73 million as of March 31, 2012, and used the funds to repay the balance due on the Company's previous JPY credit facility.

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 at March 31, 2012, the most restrictive financial covenant provides that the ratio of secured debt to net tangible assets be less than 10 percent. However, the Company currently 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 availability 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, repayment of maturing debt, 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 results of the Company's fiscal 2012 annual goodwill impairment test performed as of December 31, 2011 indicated that no goodwill impairment existed and all reporting units had an estimated fair value that the Company determined, from a quantitative or qualitative perspective, was significantly in excess of their carrying value.

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 estimation of its reporting unit's fair value. If the 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.

Long-lived assets held for use, which primarily includes 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 nine months of fiscal 2012, there were no events or circumstances that indicated that the net carrying value of the Company's long-lived assets held for use was not recoverable.

#### **RECENTLY ISSUED ACCOUNTING 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 Consolidated 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 third 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 March 31, 2012 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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.**

<u>Period</u>	<u>(a) Total Number of Shares Purchased</u>	<u>(b) Average Price Paid Per Share</u>	<u>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</u>	<u>(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</u>
January 1, 2012 through January 31, 2012	79,800	\$ 80.41	79,800	10,376,473
February 1, 2012 through February 29, 2012	75,300	\$ 86.62	75,300	10,301,173
March 1, 2012 through March 31, 2012	79,946	\$ 88.26	79,946	10,221,227
Total:	235,046	\$ 85.07	235,046	10,221,227

- (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. On April 19, 2012, the Board of Directors of the Company modified the repurchase program such that for the fourth quarter of fiscal year 2012 the fiscal year limitation was eliminated and the number of shares authorized for repurchase under the program was increased to up to 16 million, exclusive of any shares previously repurchased under the program during fiscal year 2012. There is no expiration date for this program.

**ITEM 6. Exhibits.**

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

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10(a)	Parker-Hannifin Corporation Long-Term Incentive Performance Plan Under the Performance Bonus Plan.*
12	Computation of Ratio of Earnings to Fixed Charges as of March 31, 2012.*
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 March 31, 2012 and 2011, (ii) Consolidated Statement of Income for the nine months ended March 31, 2012 and 2011, (iii) Consolidated Balance Sheet at March 31, 2012 and June 30, 2011, (iv) Consolidated Statement of Cash Flows for the nine months ended March 31, 2012 and 2011 and (v) Notes to Consolidated Financial Statements for the nine months ended March 31, 2012.

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: May 9, 2012

EXHIBIT INDEX

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**Parker-Hannifin Corporation**  
**Long-Term Incentive Performance Plan Under the Performance Bonus Plan**

**1. Effective Date and Purpose.** Parker-Hannifin Corporation, an Ohio corporation (the “Company”), adopts this Parker-Hannifin Corporation Long-Term Incentive Performance Plan Under the Performance Bonus Plan (the “Plan”) effective as of January 26, 2011. The purpose of the Plan is to attract and retain key executives for the Company and to provide such persons with incentives for superior performance in the form of an opportunity to earn an award that qualifies as a Long-Term Incentive Bonus (as defined in the Company’s 2010 Performance Bonus Plan), while preserving the ability of the Company to deduct Long-Term Incentive Bonuses paid under this Plan as “performance-based compensation” within the meaning of Section 162(m)(4)(C) of the Code. This Plan and each Award Opportunity granted hereunder shall be subject to the terms and conditions set forth below and the terms and conditions of the Company’s Performance Bonus Plan and Stock Incentive Plan. Capitalized terms not defined in this Plan shall have the meanings set forth in the Performance Bonus Plan or the Stock Incentive Plan, as applicable.

**2. Eligibility.** The Committee shall designate the Participants, if any, for each Performance Period. An Eligible Officer who is designated as a Participant for a given Performance Period is not guaranteed of being selected as a Participant for any other Performance Period.

**3. Establishment of Award Opportunities.** Not later than the 90th day of each Performance Period and subject to the terms and conditions of Section 5 of the Performance Bonus Plan (including the limits on a Participant’s maximum Long-Term Incentive Bonuses with respect to the Performance Period), the Committee shall establish the Maximum Shares and Target Shares for each Participant’s Award Opportunity for the Performance Period. The Committee shall provide a Notice of Award to each Participant as soon as practical following the establishment of the Maximum Shares and Target Shares under the Participant’s Award Opportunity for the Performance Period.

**4. Determination of Amount Payable Under Award Opportunities.**

**A. Committee Certification of Management Objectives.** Subject to potential reduction as set forth in Section 4.B and further subject to the other terms and conditions of this Plan, the full number of Maximum Shares granted to a Participant with respect to a Performance Period shall be earned as of the last day of such Performance Period, provided that (i) following the end of the Performance Period, the Committee has certified that the Company has achieved either (a) average Return on Average Equity of 4% during the Performance Period, or (b) average Free Cash Flow Margin of 4% during the Performance Period; and (ii) the Participant has been continuously employed by the Company and its Affiliates through the last day of the Performance Period.

**B. Committee Discretion to Reduce Long-Term Incentive Awards.** Notwithstanding Section 4.A, the actual number of shares of Common Stock payable to a Participant with respect to a Performance Period may be reduced (including a reduction to zero)

by the Committee in its sole and absolute discretion based on such factors as the Committee determines to be appropriate, including, without limitation, the Company's performance with respect to the performance measures (the "Peer Performance Measures") set out below, with the number of a Participant's Target Shares under an Award Opportunity allocated to each of the Peer Performance Measures in proportion to the percentages set out below. The Peer Performance Measures shall be determined for the Company at the conclusion of the Performance Period, in comparison to the performance of the members of the Company's Peer Group, determined for each member of the Peer Group based on its performance at the conclusion of the three fiscal year period of such company ending with or immediately prior to the conclusion of the Performance Period:

<u>Peer Performance Measure:</u>	<u>Weight:</u>
Revenue Growth	20%
Earnings Per Share Growth	40%
Average Return on Invested Capital	40%

It is the intention of the Committee that the Committee will exercise its discretion as it deems appropriate to reduce the number of shares of Common Stock that may be delivered to a Participant with respect to each Performance Period based upon the Company's percentile ranking among the members of the Peer Group with respect to each Peer Performance Measure in accordance with the following table; provided, however, that the Committee reserves the right to deviate from such approach and may exercise its discretion to reduce the number shares of Common Stock that may be delivered to a Participant with respect to each Performance Period, if any, based on such other factors as the Committee in its sole and absolute discretion determines to be appropriate:

<u>Company Percentile Ranking Among Peer Group:</u>	<u>% of Allocable Target Shares Earned:</u>
75th percentile or higher	200%
50th percentile	100% (Target Shares)
35th percentile	50%
lower than 35th percentile	0%

To the extent that the Company's percentile ranking among the members of the Peer Group with respect to a Peer Performance Measure is between the 35th and the 50th percentile, or between the 50th and the 75th percentile, it is currently intended that the Committee will exercise its discretion to determine the appropriate percentage of the allocable Target Shares that are earned by straight-line interpolation between the percentages set out in the table above.

**5. Payment of Long-Term Incentive Bonuses.** Except as otherwise provided in this Plan, during the fourth month following the end of the applicable Performance Period and following the certification of the achievement of the management objectives in accordance with Section 4.A., the Company shall deliver to each Participant the shares of Common Stock, if any, that the Committee has determined (in accordance with Section 4) to be payable with respect to any Award Opportunity.

**6. Terminations.** Except as otherwise provided in this Section 6 or Section 7, a Participant must remain continuously employed by the Company and its Affiliates through the last day of a Performance Period in order to be entitled to receive payment of any Long-Term Incentive Bonus pursuant to this Plan for such Performance Period.

**A. Qualifying Retirement.** Notwithstanding the foregoing, in the event of a Participant's termination of employment during a Performance Period due to a Qualifying Retirement with respect to such Performance Period, the Participant will be entitled to receive the Award Opportunity, if any, that the Committee determines (in accordance with Section 4) to be payable for such Performance Period, as if the Participant had remained continuously employed through the end of the Performance Period. Any such Award Opportunity will be payable at the time provided in Section 5, following the certification of the achievement of the management objectives by the Committee in accordance with Section 4.A.

**B. Death, Disability, Termination Without Cause, Other Retirement.** Notwithstanding the foregoing, in the event of a Participant's termination of employment during a Performance Period due to death, Disability, termination of employment by the Company without Cause, or Other Retirement, the Participant will be entitled to receive a prorated Long-Term Incentive Bonus for that Performance Period equal to the product of the amount of the Award Opportunity, if any, determined to be payable by the Committee pursuant to Section 4 multiplied by a fraction, the numerator of which is the number of full quarters of continuous employment during the Performance Period and the denominator of which is 12. Any such prorated bonus will be payable at the time provided in Section 5, following the certification of the achievement of the management objectives by the Committee in accordance with Section 4.A.

**C. Other Terminations.** Except as otherwise provided pursuant to Section 7, in the event of a Participant's termination of employment during a Performance Period for any reason other than Qualifying Retirement, Other Retirement, death, Disability, or termination of employment by the Company without Cause, the Participant will forfeit his or her Award Opportunity for such Performance Period, without any further action or notice.

## **7. Change in Control.**

**A. In General.** In the event of a Change in Control (as defined in the Stock Incentive Plan) of the Company during a Performance Period, each Participant then holding an outstanding Award Opportunity granted under this Plan for such Performance Period shall receive payment of his or her Award Opportunity as follows: (a) within fifteen (15) days following the date of the Change in Control, each such Participant shall receive a number of shares of Common Stock equal to the number of Target Shares subject to such Award Opportunity; and (b) within forty-five (45) days after the date of such Change in Control, each such Participant shall receive a number of shares of Common Stock equal to the excess, if any, of (i) the number of shares of Common Stock that would be payable in accordance with Section 4 if the Company had achieved the management objectives described in Section 4.A for the Performance Period, the Committee had exercised its discretion to reduce the number of shares of Common Stock payable in accordance with Section 4.B based upon the Company's percentile ranking among the Peer Group with respect to the Peer Performance Measures as described

therein, and the Company's percentile ranking among the Peer Group for each of those Peer Performance Measures during the Performance Period through the end of the fiscal quarter immediately preceding the date of the Change in Control continued throughout the Performance Period at the same level; over (ii) the number of Target Shares subject to such Award Opportunity.

**B. Anticipatory Termination.** Notwithstanding the foregoing, in the event a Change in Control is deemed to occur during the Performance Period under the Stock Incentive Plan as a result of a Participant's termination of employment prior to a Change in Control at the request of a third party who has indicated an intention or taken steps reasonably calculated to effect a Change in Control ("Anticipatory Termination"), such Participant shall receive payment of his or her Award Opportunity with respect to such Performance Period in accordance with the provisions of Section 6.A, applied as if such Participant had terminated employment due to a Qualifying Retirement on the date of such Anticipatory Termination; provided, however, that if a Change in Control occurs after such Anticipatory Termination and prior to payment of such Award Opportunity, such Participant shall receive payment of his or her Award Opportunity as follows: (a) within fifteen (15) days following such Change in Control, such Participant shall receive a number of shares of Common Stock equal to the number of Target Shares subject to such Award Opportunity; and (b) within forty-five (45) days after the date of such Change in Control, such Participant shall receive a number of shares of Common Stock equal to the excess, if any, of (i) the greater of (x) the number of shares of Common Stock that would be payable in accordance with Section 4 if the Company had achieved the management objectives described in Section 4.A for the Performance Period, the Committee had exercised its discretion to reduce the number of shares of Common Stock payable in accordance with Section 4.B based upon the Company's percentile ranking among the Peer Group with respect to the Peer Performance Measures as described therein, and the Company's percentile ranking among the Peer Group for each of those Peer Performance Measures during the Performance Period through the end of the fiscal quarter immediately preceding the Anticipatory Termination had continued throughout the Performance Period at the same level, or (y) the number of shares of Common Stock that would have been payable in accordance with Section 4 if the Company had achieved the management objectives described in Section 4.A for the Performance Period, the Committee had exercised its discretion to reduce the number of shares of Common Stock in accordance with Section 4.B based upon the Company's percentile ranking among the Peer Group with respect to the Peer Performance Measures as described therein, and the Company's percentile ranking among the Peer Group for each of those Peer Performance Measures during the Performance Period through the end of the fiscal quarter immediately preceding the subsequent Change in Control had continued throughout the Performance Period at the same level; over (ii) the number of Target Shares subject to such Award Opportunity.

**8. Promotions and New Hires.** With respect to a Participant who is newly hired or is promoted by the Company during a Performance Period, the Committee shall grant an Award Opportunity, or adjust an Award Opportunity previously granted, to such Participant for such Performance Period pursuant to the provisions of this Section 8; provided, however, that no Award Opportunity shall be granted or adjusted in such a manner as to cause any Long-Term Incentive Bonus payable under this Plan to fail to qualify as "performance-based compensation" within the meaning of section 162(m)(4)(C) of the Code and Section 1.162-27 of the Treasury Regulations promulgated thereunder.

**A. Pro-Rated Award Opportunities for Newly-Eligible Executives.** A Participant who is granted an Award Opportunity more than 90 days after the beginning of the Performance Period, either because the Participant is a newly hired Eligible Officer or is promoted into an Eligible Officer position, will be granted an Award Opportunity under the Plan for such Performance Period based on the number of Maximum Shares and Target Shares established by the Committee during the first 90 days of the Performance Period for the Participant's grade level, with the number of Maximum Shares and Target Shares pro-rated based on the ratio of the number of full quarters remaining in the Performance Period on and after the date of hire or promotion (as applicable) to the total number of quarters in the Performance Period. For any salary grade created between the salary grades for which the Committee has established the number of Maximum Shares and Target Shares as described above, straight-line interpolation shall be used to determine the pro-rated number of Maximum Shares and Target Shares in accordance with this Section 8.A.

**B. Adjustments to Outstanding Award Opportunities.** If a Participant is promoted after the beginning of a Performance Period, the Participant's outstanding Award Opportunity granted for such Performance Period will be adjusted, effective as of the date of such promotion, based on the number of Maximum Shares and Target Shares established by the Committee during the first 90 days of the Performance Period for the Participant's grade level. The adjustments to each such Participant's Award Opportunity shall be pro-rated on a quarterly basis, with the number of Maximum Shares and Target Shares for the Participant's original position applicable for the number of full quarters preceding the effective date of the promotion and the number of Maximum Shares and Target Shares for the Participant's new position applicable for the remaining number of quarters in the Performance Period. For any salary grade created between the salary grades for which the Committee has established the number of Maximum Shares and Target Shares as described above, straight-line interpolation shall be used to determine the pro-rated number of Maximum Shares and Target Shares in accordance with this Section 8.B.

**C. Negative Discretion.** Notwithstanding any other provision of this Section 8, the Committee retains the discretion to reduce the amount of any Long-Term Incentive Bonus, including a reduction of such amount to zero. By way of illustration, and not in limitation of the foregoing, the Committee may, in its discretion, determine (i) not to grant a pro-rated Award Opportunity pursuant to Section 8.A above, (ii) not to adjust an outstanding Award Opportunity pursuant to Section 8.B above, (iii) to grant a pro-rated Award Opportunity in a smaller amount than would otherwise be provided by Section 8.A above, or (iv) to adjust an outstanding Award Opportunity to produce a smaller Long-Term Incentive Award than would otherwise be provided by Section 8.B above.

**9. Plan Administration.** The Committee shall be responsible for administration of the Plan. The Committee is authorized to interpret the Plan, to prescribe, amend and rescind regulations relating to the Plan, and to make all other determinations necessary or advisable for the administration of the Plan, but only to the extent not contrary to the express provisions of the

Plan, the Performance Bonus Plan and the Stock Incentive Plan. Determinations, interpretations or other actions made or taken by the Committee pursuant to the provisions of the Plan shall be final, binding and conclusive for all purposes and upon all Participants, Eligible Officers, Beneficiaries and all other persons who have or claim an interest herein. The Committee may, in its discretion, but only to the extent permitted by 162(m) of the Code and applicable law, delegate to one or more directors or employees of the Company any of the Committee's authority under the Plan. The acts of any such delegates shall be treated under this Plan as acts of the Committee with respect to any matters so delegated, and any reference to the Committee in the Plan shall be deemed a reference to any such delegates with respect to any matters so delegated.

**10. Tax Withholding.** Each Participant is responsible for any federal, state, local, foreign or other taxes with respect to any Long-Term Incentive Bonus payable under the Plan. To the extent the Company is required to withhold any federal, state, local, foreign or other taxes in connection with the delivery of Common Stock under this Plan, then the Company may, in its sole discretion, (a) retain a number of shares of Common Stock otherwise deliverable hereunder with a value equal to the required withholding (based on the Fair Market Value (as defined in the Stock Incentive Plan) of the Common Stock on the applicable date), (b) facilitate a sale of shares of Common Stock payable pursuant to the Award Opportunity to cover such tax withholding obligation, or (c) apply any other withholding method determined by the Company; provided that in no event shall the value of the shares of Common Stock retained exceed the minimum amount of taxes required to be withheld or such other amount that will not result in a negative accounting impact.

**11. Unfunded Plan.** Each Award Opportunity granted under this Plan represents only a contingent right to receive all or a portion of the number of Maximum Shares granted subject to the terms and conditions of the Notice of Award, the Plan, the Performance Bonus Plan and the Stock Incentive Plan. Nothing in this Plan shall be construed to create a trust or to establish or evidence any Participant's claim of any right to payment of a Long-Term Incentive Bonus other than as an unsecured general creditor with respect to any payment to which he or she may be entitled under this Plan.

**12. Rights of Employer.** Neither anything contained in this Plan nor any action taken under this Plan shall be construed as a contract of employment or as giving any Participant or Eligible Officer any right to continued employment with the Company or any Affiliate.

**13. Nontransferability.** Except as otherwise provided in this Plan, the benefits provided under the Plan may not be alienated, assigned, transferred, pledged or hypothecated by or to any person or entity, and these benefits shall be exempt from the claims of creditors of any Participant or other claimants and from all orders, decrees, levies, garnishment or executions against any Participant to the fullest extent allowed by law. Notwithstanding the foregoing, to the extent permitted by the Company, a Participant may designate a Beneficiary or Beneficiaries (both primary and contingent) to receive, in the event of the Participant's death, any shares of Common Stock remaining to be delivered with respect to the Participant under the Plan. The Participant shall have the right to revoke any such designation and to re-designate a Beneficiary or Beneficiaries in such manner as may be prescribed by the Company.

**14. Successors.** The rights and obligations of the Company under the Plan shall inure to the benefit of, and shall be binding upon, the successors and assigns of the Company.

**15. Governing Law.** The Plan and all Award Opportunities shall be construed in accordance with and governed by the laws of the State of Ohio, but without regard to its conflict of law provisions.

**16. Amendment or Termination.** The Committee reserves the right, at any time, without either the consent of, or any prior notification to, any Participant, Eligible Officer or other person, to amend, suspend or terminate the Plan or any Award Opportunity granted thereunder, in whole or in part, in any manner, and for any reason; provided that any such amendment shall be subject to approval by the shareholders of the Company to the extent required to satisfy the requirements of Section 162(m) of the Code and the Treasury Regulations promulgated thereunder, and provided further that any such amendment shall not, after the end of the 90-day period described in Section 3 of the Plan, cause the amount payable under an Award Opportunity to be increased as compared to the amount that would have been paid in accordance with the terms established as of the end of such period. Notwithstanding the foregoing, no amendment, suspension or termination of the Plan following a Change in Control (as defined in the Stock Incentive Plan) may adversely affect in a material way any Award Opportunity that was outstanding on the date of the Change in Control, without the consent of the affected Participant.

**17. Claw-back Policy.** Each Award Opportunity granted, and each Long-Term Incentive Bonus paid, pursuant to this Plan shall be subject to the terms and conditions of the Claw-back Policy.

**18. Section 409A of the Code.** It is the Company's intent that each Long-Term Incentive Bonus payable under this Plan shall be exempt from the requirements of Section 409A of the Code under the "short-term deferral" exception set out in Section 1.409A-1(b)(4) of the Treasury Regulations. The Plan shall be interpreted and administered in a manner consistent with such intent.

**19. Plan and Performance Bonus Plan Terms Control.** In the event of a conflict between the terms and conditions of any Notice of Award and the terms and conditions of the Plan, the terms and conditions of the Plan shall prevail. In the event of a conflict between the terms and conditions of any Notice of Award or of this Plan and the terms and conditions of the Performance Bonus Plan, the terms and conditions of the Performance Bonus Plan shall prevail to the extent necessary for Long-Term Incentive Bonuses paid under this Plan to qualify as "performance-based compensation" for purposes of Section 162(m) of the Code and Section 1.162-27 of the Treasury Regulations promulgated thereunder. In the event of a conflict between the terms and conditions of any Notice of Award and the terms and conditions of the Stock Incentive Plan, the terms and conditions of the Stock Incentive Plan shall prevail.

**20. Severability.** If any provision of the Plan is held invalid, void or unenforceable, the same shall not affect, in any respect whatsoever, the validity of any other provisions of the Plan.

**21. Waiver.** The waiver by the Company of any breach of any provision of the Plan by a Participant shall not operate or be construed as a waiver of any subsequent breach.

**22. Captions.** The captions of the sections of the Plan are for convenience only and shall not control or affect the meaning or construction of any of its provisions.

**23. Consent to Transfer Personal Data.** By acknowledging an Award Opportunity, each Participant will voluntarily acknowledge and consent to the collection, use, processing and transfer of personal data as described in this Section 23. Participants are not obliged to consent to such collection, use, processing and transfer of personal data. However, failure to provide the consent may affect the Participant's ability to participate in the Plan. The Company and its Affiliates hold certain personal information about each Participant, that may include name, home address and telephone number, fax number, email address, family size, marital status, sex, beneficiary information, emergency contacts, passport / visa information, age, language skills, drivers license information, date of birth, birth certificate, social security number or other employee identification number, nationality, C.V. (or resume), wage history, employment references, job title, employment or severance contract, current wage and benefit information, personal bank account number, tax related information, plan or benefit enrollment forms and elections, 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 and its Affiliates will transfer Data amongst themselves as necessary for the purpose of implementation, administration and management of each Participant's participation in the Plan, and may further transfer Data to any third parties assisting the Company and its Affiliates in the implementation, administration and management of the Plan. These recipients may be located throughout the world, including the United States. By acknowledging an Award Opportunity, each Participant will authorize such third parties to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the Participant's 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 the Participant's behalf to a broker or other third party with whom the Participant may elect to deposit any shares of stock acquired pursuant to the Plan. A Participant 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 such consent may affect the Participant's ability to participate in the Plan.

**24. Notification of Change in Personal Data.** If your address or contact information changes prior to the delivery of any shares of Common Stock pursuant to an Award Opportunity, the Company must be notified in order to administer the Plan and such Award Opportunity. Notification of such changes should be provided to the Company as follows:

**A. U.S. and Canada Participants** (employees who are on the U.S. or Canadian payroll system):

- **Active employees:** Update your address and contact information directly through your Personal Profile section in the Employee Self-Service site.

- Retired, terminated or family member of deceased Participant: Contact the Benefits Service Center at 1-800-992-5564.

**B. Rest of World Participants** (employees who are not on the U.S. or Canadian payroll system): Contact your country Human Resources Manager.

**25. Electronic Delivery.** By acknowledging an Award Opportunity, each Participant will 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 any Award Opportunity granted under the Plan. By acknowledging an Award Opportunity, each Participant will 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 each Participant will agree that his or her electronic signature is the same as, and shall have the same force and effect as, his or her manual signature. By acknowledging an Award Opportunity, each Participant will 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.

**26. Prospectus Notification.** Copies of the Stock Incentive Plan, the plan summary and prospectus which describes the Stock Incentive Plan (the "Prospectus") and the most recent Annual Report and Proxy Statement issued by the Company (collectively, the "Prospectus Information") are available for review by Participants on the UBS One Source Web site. Each Participant shall have the right to receive a printed copy of the Prospectus Information, free of charge, upon request by either calling the third party Plan Administrator at 877-742-7471 or by sending a written request to Parker's Benefits Department.

**27. Definitions.** The following capitalized words as used in this Plan shall have the following meanings:

"Affiliate" means any corporation or other entity (including, but not limited to, partnerships, limited liability companies and joint ventures) controlled by the Company.

"Award Opportunity" means an opportunity granted by the Committee to a Participant to earn a Long-Term Incentive Bonus under this Plan with respect to a Performance Period, payable in shares of Common Stock to be delivered under the Stock Incentive Plan, with such opportunity subject to the terms and conditions of this Plan, the Performance Bonus Plan and the Stock Incentive Plan.

"Beneficiary" means a person designated by a Participant in accordance with Section 13 of the Plan to receive, in the event of the Participant's death, any shares of Common Stock remaining to be delivered with respect to the Participant under the Plan.

"Board" means the Board of Directors of the Company.

“Cause” means any conduct or activity, whether or not related to the business of the Company, that is determined in individual cases by the Committee to be detrimental to the interests of the Company, including without limitation (a) the rendering of services to an organization, or engaging in a business, that is, in the judgment of the Committee, in competition with the Company; (b) the disclosure to anyone outside of the Company, or the use for any purpose other than the Company’s business, of confidential information or material related to the Company, whether acquired by the Participant during or after employment with the Company; (c) fraud, embezzlement, theft-in-office or other illegal activity; or (d) a violation of the Company’s Code of Conduct or other policies.

“Claw-back Policy” means the Parker-Hannifin Corporation Claw-back Policy, as amended from time to time, or any successor policy.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” means the Human Resources and Compensation Committee of the Board, or such other committee appointed by the Board to administer the Performance Bonus Plan; provided, however, that in any event the Committee shall be comprised of not less than two directors of the Company, each of whom shall qualify as an “outside director” for purposes of Section 162(m) of the Code and Section 1.162-27(e)(3) of the Treasury Regulations promulgated thereunder.

“Common Stock” means the common stock of the Company.

“Company” has the meaning given such term in Section 1 of the Plan.

“Disability” has the meaning set forth in the Parker-Hannifin Corporation Executive Long-Term Disability Plan or such other long-term disability program of the Company or an Affiliate in which the Participant participates.

“Eligible Officer” means any employee of the Company or an Affiliate who is an executive officer of the Company, whether such person is so employed at the time the Plan is adopted or becomes so employed subsequent to the adoption of the Plan.

“Free Cash Flow Margin” means the Company’s net cash flow provided by operating activities less capital expenditures for a calendar year in the Performance Period, expressed as a percentage of the Company’s net sales for such calendar year. Free Cash Flow Margin shall be determined in accordance with generally accepted accounting principles as in effect on the first day of the applicable Performance Period. Discretionary pension contributions by the Company during the Performance Period are not included in the calculation of Free Cash Flow Margin. For this purpose, a discretionary pension contribution means a contribution by the Company or one of its subsidiaries to a qualified pension plan for employees of the Company or its subsidiaries where absent actions taken by the Company to affect its funding level in a particular year, no minimum required contribution would have been required under applicable laws and regulations.

“Maximum Shares” means, with respect to an Award Opportunity granted to a Participant for a Performance Period, the notional number of shares of Common Stock equal to 200% of the Participant’s Target Shares for such Performance Period. Each Maximum Share shall represent the contingent right to receive one share of Common Stock and shall at all times be equal in value to one share of Common Stock. The number of Maximum Shares granted pursuant to each outstanding Award Opportunity is subject to adjustment in accordance with the terms of the Performance Bonus Plan.

“Notice of Award” means a written or electronic communication to a Participant with respect to a Performance Period, which provides notice of the Participant’s Maximum Shares and Target Shares for such Performance Period, subject to the terms and conditions of the Plan, the Performance Bonus Plan and the Stock Incentive Plan.

“Other Retirement” means a termination of employment by a Participant during a Performance Period that constitutes “retirement” under the policy of the Company or an Affiliate applicable to the Participant at the time of such termination of employment, other than a Qualifying Retirement. For purposes of clarity, whether a Participant’s termination of employment constitutes an Other Retirement will be determined separately with respect to each Performance Period for which such Participant has an outstanding Award Opportunity at the time of termination of employment.

“Participant” means an Eligible Officer who has been granted an Award Opportunity with respect to a Performance Period.

“Peer Group” means the group of peer companies established as such by the Committee and set forth on Appendix A hereto.

“Performance Bonus Plan” means the Parker-Hannifin Corporation 2010 Performance Bonus Plan, as amended from time to time, or any successor plan.

“Performance Period” means a period of three consecutive calendar years.

“Plan” means this Parker-Hannifin Corporation Long-Term Incentive Performance Plan Under the Performance Bonus Plan, as amended from time to time.

“Qualifying Retirement” means termination of employment by a Participant during a Performance Period (i) after attainment of age 65, or (ii) after attainment of age 60 with at least 10 years of service and after completion of at least 12 months of continuous employment during such Performance Period. For purposes of clarity, whether a Participant’s termination of employment constitutes a Qualifying Retirement will be determined separately with respect to each Performance Period for which such Participant has an outstanding Award Opportunity at the time of termination of employment.

“Return on Average Equity” means the Company’s net income for a calendar year in the Performance Period, divided by the average of shareholder’s equity as of the first and last day of such calendar year. Return on Average Equity shall be determined in accordance with generally accepted accounting principles as in effect on the first day of the applicable Performance Period.

“Stock Incentive Plan” means the Parker-Hannifin Corporation 2009 Omnibus Stock Incentive Plan, as amended from time to time, or any successor plan.

“Target Shares” means the notional number of shares of Common Stock specified as such in a Participant’s Notice of Award for a Performance Period, which may be used by the Committee in the exercise of its discretion under Section 4.B of the Plan to reduce the amount otherwise payable pursuant to the Participant’s Award Opportunity.

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**APPENDIX A**

**Peer Group**

Caterpillar Inc.  
Cooper Industries, Ltd.  
Cummins Inc.  
Danaher Corporation  
Deere & Company  
Dover Corporation  
Eaton Corporation  
Emerson Electric Co.  
Flowserve Corporation  
Goodrich Corporation  
Honeywell International Inc.  
Illinois Tool Works Inc.  
ITT Industries, Inc.  
Ingersoll-Rand Company Limited  
Johnson Controls, Inc.  
Pall Corporation  
Rockwell Automation, Inc.  
SPX Corporation  
Textron Inc.

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

	Nine Months Ended March 31,			Fiscal Year Ended June 30,			
	2012	2011	2011	2010	2009	2008	2007
<b><u>EARNINGS</u></b>							
Income from continuing operations before income taxes and noncontrolling interests	\$1,151,359	\$1,032,331	\$1,413,721	\$754,817	\$683,083	\$1,334,571	\$1,166,463
<b>Adjustments:</b>							
Interest on indebtedness, exclusive of interest capitalized and interest on ESOP loan guarantee	67,129	72,919	97,009	101,173	109,911	96,572	80,053
Amortization of deferred loan costs	2,174	1,964	2,695	2,426	2,143	1,793	1,511
Portion of rents representative of interest factor	29,624	30,896	39,499	41,194	41,839	35,378	29,000
Loss (income) of equity investees	1,313	2,796	2,592	6,757	(1,529)	2,596	1,059
Amortization of previously capitalized interest	147	177	226	259	262	278	282
Income as adjusted	<u>\$1,251,746</u>	<u>\$1,141,083</u>	<u>\$1,555,742</u>	<u>\$906,626</u>	<u>\$835,709</u>	<u>\$1,471,188</u>	<u>\$1,278,368</u>
<b><u>FIXED CHARGES</u></b>							
Interest on indebtedness, exclusive of interest capitalized and interest on ESOP loan guarantee	\$ 67,129	\$ 72,919	\$ 97,009	\$101,173	\$109,911	\$ 96,572	\$ 80,053
Capitalized interest							436
Amortization of deferred loan costs	2,174	1,964	2,695	2,426	2,143	1,793	1,511
Portion of rents representative of interest factor	29,624	30,896	39,499	41,194	41,839	35,378	29,000
Fixed charges	<u>\$ 98,927</u>	<u>\$ 105,779</u>	<u>\$ 139,203</u>	<u>\$144,793</u>	<u>\$153,893</u>	<u>\$ 133,743</u>	<u>\$ 111,000</u>
<b><u>RATIO OF EARNINGS TO FIXED CHARGES</u></b>	12.65x	10.79x	11.18x	6.26x	5.43x	11.00x	11.52x

## 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: May 9, 2012

/s/ Donald E. Washkewicz

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Donald E. Washkewicz  
Chief Executive Officer

## 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: May 9, 2012

/s/ Jon P. Marten

Jon P. Marten

Executive Vice President – Finance and  
Administration and Chief Financial Officer

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 March 31, 2012, 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: May 9, 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