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, 2019

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	**34-0451060**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**
6035 Parkland Blvd., Cleveland, Ohio	**44124-4141**
(Address of principal executive offices)	**(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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on which Registered
Common Shares, $.50 par value	PH	New York Stock Exchange

Number of Common Shares outstanding at March 31, 2019: 128,285,393

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 March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Net sales	$ 3,687,518	$ 3,749,591	$ 10,638,857	$ 10,484,915
Cost of sales	2,766,744	2,819,804	7,963,906	7,907,547
Selling, general and administrative expenses	360,865	416,457	1,152,446	1,221,779
Interest expense	48,209	54,145	140,066	160,833
Other (income), net	(17,500)	(10,642)	(37,638)	(9,594)
Income before income taxes	529,200	469,827	1,420,077	1,204,350
Income taxes	117,819	103,697	320,884	496,363
Net income	411,381	366,130	1,099,193	707,987
Less: Noncontrolling interest in subsidiaries' earnings	133	141	497	442
Net income attributable to common shareholders	$ 411,248	$ 365,989	$ 1,098,696	$ 707,545
Earnings per share attributable to common shareholders:				
Basic	$ 3.20	$ 2.75	$ 8.42	$ 5.32
Diluted	$ 3.14	$ 2.70	$ 8.29	$ 5.22

See accompanying notes to consolidated financial statements.

PARKER-HANNIFIN CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Dollars in thousands)
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Net income	$ 411,381	$ 366,130	$ 1,099,193	$ 707,987
Less: Noncontrolling interests in subsidiaries' earnings	133	141	497	442
Net income attributable to common shareholders	411,248	365,989	1,098,696	707,545
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustment and other	42,812	93,567	(36,299)	194,836
Retirement benefits plan activity	23,814	25,218	72,214	80,266
Other comprehensive income	66,626	118,785	35,915	275,102
Less: Other comprehensive income (loss) for noncontrolling interests	44	95	10	(64)
Other comprehensive income attributable to common shareholders	66,582	118,690	35,905	275,166
Total comprehensive income attributable to common shareholders	$ 477,830	$ 484,679	$ 1,134,601	$ 982,711

See accompanying notes to consolidated financial statements.

PARKER-HANNIFIN CORPORATION

CONSOLIDATED BALANCE SHEET
(Dollars in thousands)
(Unaudited)

	March 31, 2019	June 30, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,098,729	$ 822,137
Marketable securities and other investments	70,190	32,995
Trade accounts receivable, net	2,117,103	2,145,517
Non-trade and notes receivable	317,412	328,399
Inventories	1,755,991	1,621,304
Prepaid expenses and other	178,366	134,886
Total current assets	5,537,791	5,085,238
Plant and equipment	5,188,958	5,215,253
Less: Accumulated depreciation	3,409,066	3,359,016
Plant and equipment, net	1,779,892	1,856,237
Deferred income taxes	96,463	57,623
Investments and other assets	769,391	801,049
Intangible assets, net	1,834,433	2,015,520
Goodwill	5,459,965	5,504,420
Total assets	$ 15,477,935	$ 15,320,087
LIABILITIES		
Current liabilities:		
Notes payable and long-term debt payable within one year	$ 1,017,278	$ 638,466
Accounts payable, trade	1,423,659	1,430,306
Accrued payrolls and other compensation	381,754	427,500
Accrued domestic and foreign taxes	186,113	198,878
Other accrued liabilities	540,146	502,333
Total current liabilities	3,548,950	3,197,483
Long-term debt	4,284,235	4,318,559
Pensions and other postretirement benefits	895,197	1,177,605
Deferred income taxes	277,212	234,858
Other liabilities	456,293	526,089
Total liabilities	9,461,887	9,454,594
EQUITY		
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	529,143	496,592
Retained earnings	12,427,212	11,625,975
Accumulated other comprehensive (loss)	(1,728,915)	(1,763,086)
Treasury shares, at cost; 52,760,735 shares at March 31 and 48,632,105 shares at June 30	(5,307,985)	(4,590,138)
Total shareholders' equity	6,009,978	5,859,866
Noncontrolling interests	6,070	5,627
Total equity	6,016,048	5,865,493
Total liabilities and equity	$ 15,477,935	$ 15,320,087

See accompanying notes to consolidated financial statements.

PARKER-HANNIFIN CORPORATION

CONSOLIDATED STATEMENT OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended March 31, 2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 1,099,193	$ 707,987
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation	170,631	179,412
Amortization	160,170	171,904
Share incentive plan compensation	84,525	89,571
Deferred income tax expense (benefit)	33,279	(89,032)
Foreign currency transaction loss	5,054	16,544
Loss (gain) on plant and equipment and intangible assets	3,993	(26,767)
Loss on sale of businesses	623	—
Loss (gain) on marketable securities	4,487	(1)
(Gain) loss on investments	(4,175)	33,759
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable, net	8,144	(225,447)
Inventories	(132,137)	(144,669)
Prepaid expenses	(29,990)	(43,202)
Other assets	(12,579)	(24,879)
Accounts payable, trade	(949)	40,688
Accrued payrolls and other compensation	(41,163)	(50,761)
Accrued domestic and foreign taxes	(10,911)	19,928
Other accrued liabilities	7,235	(10,594)
Pensions and other postretirement benefits	(180,893)	41,097
Other liabilities	(71,940)	215,700
Net cash provided by operating activities	1,092,597	901,238
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions (net of cash acquired of $690 in 2019)	(2,042)	—
Capital expenditures	(145,071)	(194,307)
Proceeds from sale of plant and equipment	37,158	64,203
Proceeds from sale of businesses	19,540	—
Purchases of marketable securities and other investments	(51,736)	(78,488)
Maturities and sales of marketable securities and other investments	25,103	20,260
Other	953	8,937
Net cash (used in) investing activities	(116,095)	(179,395)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of stock options	1,089	3,624
Payments for common shares	(770,909)	(202,985)
Proceeds from (payments for) notes payable, net	478,952	(53,923)
Proceeds from long-term borrowings	1	1,602
Payments for long-term borrowings	(100,311)	(19,514)
Dividends	(299,006)	(264,332)
Net cash (used in) financing activities	(690,184)	(535,528)
Effect of exchange rate changes on cash	(9,726)	18,328
Net increase in cash and cash equivalents	276,592	204,643
Cash and cash equivalents at beginning of year	822,137	884,886
Cash and cash equivalents at end of period	$ 1,098,729	$ 1,089,529

See accompanying notes to consolidated financial statements.

PARKER-HANNIFIN CORPORATION

BUSINESS SEGMENT INFORMATION
(Dollars in thousands)
(Unaudited)

The Company operates in two reportable business segments: Diversified Industrial and Aerospace Systems.

Diversified 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, refrigeration and air conditioning, agricultural and military machinery and equipment and has a significant portion of international operations. Sales are made directly to major original equipment manufacturers (OEMs) and through a broad distribution network to smaller OEMs and the aftermarket.

Aerospace Systems - 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 Systems Segment provides a full range of systems and components for hydraulic, pneumatic and fuel applications.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Net sales				
Diversified Industrial:				
North America	$ 1,750,554	$ 1,761,845	$ 5,063,657	$ 4,921,952
International	1,284,866	1,389,332	3,742,311	3,883,675
Aerospace Systems	652,098	598,414	1,832,889	1,679,288
Total net sales	$ 3,687,518	$ 3,749,591	$ 10,638,857	$ 10,484,915
Segment operating income				
Diversified Industrial:				
North America	$ 287,526	$ 280,694	$ 820,411	$ 762,528
International	208,707	205,251	603,886	561,848
Aerospace Systems	134,789	106,653	366,107	271,235
Total segment operating income	631,022	592,598	1,790,404	1,595,611
Corporate general and administrative expenses	32,802	54,138	147,017	142,430
Income before interest expense and other expense	598,220	538,460	1,643,387	1,453,181
Interest expense	48,209	54,145	140,066	160,833
Other expense	20,811	14,488	83,244	87,998
Income before income taxes	$ 529,200	$ 469,827	$ 1,420,077	$ 1,204,350

PARKER-HANNIFIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Dollars in thousands, except per share amounts

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 adjustments) necessary to present fairly the Company's financial position as of March 31, 2019, the results of operations for the three and nine months ended March 31, 2019 and 2018 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 2018 Annual Report on Form 10-K. Interim period results are not necessarily indicative of the results to be expected for the full fiscal year. Certain prior-year amounts have been reclassified to conform to current-year presentation.

The Company has evaluated subsequent events that have occurred through the date these financial statements were issued. On April 29, 2019, the Company announced that it had entered into a definitive agreement under which the Company will acquire LORD Corporation ("Lord") for approximately $3.7 billion in cash. The acquisition remains subject to certain closing conditions. The Company intends to pay for the Lord acquisition with new debt.

2. New accounting pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-14, "Compensation--Retirement Benefits--Defined Benefit Plans--General." ASU 2018-14 aims to improve disclosure effectiveness by adding, removing or clarifying certain disclosure requirements related to defined benefit pension or other postretirement plans. ASU 2018-14 is effective for fiscal years ending after December 15, 2020. Early adoption is permitted. The Company plans to adopt ASU 2018-14 during the fourth quarter of fiscal 2019 and does not expect it to have a material impact on its financial statements.

In August 2018, the FASB issued ASU 2018-13, "Fair Value Measurement." ASU 2018-13 aims to improve disclosure effectiveness by adding, modifying or removing certain disclosure requirements for both recurring and nonrecurring fair value measurements. ASU 2018-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted upon issuance of the ASU for any removed or modified disclosure. Adoption of additional disclosures may be delayed until their effective dates. The Company plans to adopt ASU 2018-13 during the fourth quarter of fiscal 2019 and does not expect it to have a material impact on its financial statements.

In February 2018, the FASB issued ASU 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." ASU 2018-02 allows for a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act (TCJ Act) reduction of the U.S. federal corporate income tax rate. The amendments also require certain disclosures about stranded tax effects. ASU 2018-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted in any period after the issuance of the update. The amendments in this update should be applied either in the period of adoption or retrospectively to each period in which the effect of the change in the U.S. federal corporate income tax rate in the TCJ Act is recognized. The Company plans to adopt ASU 2018-02 during the fourth quarter of fiscal 2019 and does not expect it to have a material impact on its financial statements.

In August 2017, the FASB issued ASU 2017-12, "Targeted Improvements to Accounting for Hedging Activities." ASU 2017-12 provides targeted improvements to Topic 815 accounting for hedging activities by expanding an entity’s ability to hedge non-financial and financial risk components and reduce complexity in fair value hedges of interest rate risk. The guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. The guidance also eases certain documentation and assessment requirements and modifies the accounting for components excluded from the assessment of hedge effectiveness. ASU 2017-12 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early application is permitted in any interim period after issuance of the update. ASU 2017-12 should be applied using a modified retrospective approach for cash flow and net investment hedge relationships that exist on the date of adoption and prospectively for presentation and disclosure requirements. The Company plans to adopt ASU 2017-12 during the fourth quarter of fiscal 2019 and does not expect it to have a material impact on its financial statements.

In March 2017, the FASB issued ASU 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." ASU 2017-07 requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. ASU 2017-07 also provides that only the service cost component is eligible for capitalization, when applicable. ASU 2017-07 should be applied retrospectively for the income statement presentation of net periodic pension cost and net periodic postretirement benefit cost and prospectively, on or after the effective date, for the capitalization of the service cost component of net periodic pension cost and net periodic postretirement benefit cost. On July 1, 2018, the Company retrospectively adopted ASU 2017-07 and reclassified prior-year amounts using a practical expedient that permits the usage of amounts previously disclosed in the retirement benefits note. As a result, \$5,204 and \$4,138 of expense was reclassified from cost of sales and selling, general and administrative expenses, respectively, to other (income), net for the prior-year quarter. Expense of \$19,409 and \$12,950 was reclassified from cost of sales and selling, general and administrative expenses, respectively, to other (income), net for the first nine months of fiscal 2018.

In October 2016, the FASB issued ASU 2016-16, "Intra-Entity Transfers of Assets Other Than Inventory." ASU 2016-16 provides that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in ASU 2016-16 eliminate the exception for an intra-entity transfer of an asset other than inventory. The Company adopted ASU 2016-16 on July 1, 2018 and recorded a cumulative effect adjustment of approximately \$19 million to reduce retained earnings.

In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments." ASU 2016-15 provides specific guidance on several cash flow classification issues to reduce diversity in practice in how certain transactions are classified within the statement of cash flows. On July 1, 2018, the Company adopted ASU 2016-15 and retrospectively adjusted its Statement of Cash Flows. These retrospective adjustments were not material.

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments." ASU 2016-13 requires a financial asset (or a group of financial assets) measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted. The Company has not yet determined the effect that ASU 2016-13 will have on its financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases." ASU 2016-02 requires lessees to put most leases with terms greater than 12 months on their balance sheet by recognizing a liability to make lease payments and an asset representing their right to use the asset during the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election, by class of underlying asset, not to recognize the corresponding assets and lease liabilities. Lessee recognition, measurement, and presentation of expenses and cash flows will not change significantly from existing guidance and lessor accounting is largely unchanged. ASU 2016-02 also changes the definition of a lease and requires qualitative and quantitative disclosures that provide information about the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. Adoption of this ASU is planned for the beginning of the first quarter of fiscal 2020. The Company has developed a project plan to guide the implementation of ASU 2016-02. In addition, the Company is identifying and implementing appropriate changes to its business processes and controls to support the accounting and disclosure requirements under the new guidance. The Company continues to evaluate the impact that the adoption of this standard will have on the financial statements and expects to recognize a right-of-use asset and lease liability for its operating leases in the Consolidated Balance Sheet.

In January 2016, the FASB issued ASU 2016-01, "Recognition and Measurement of Financial Assets and Liabilities." ASU 2016-01 requires equity investments (excluding equity method investments and investments that are consolidated) to be measured at fair value with changes in fair value recognized in net income. Equity investments that do not have a readily determinable fair value may be measured at cost, adjusted for impairment and observable price changes. ASU 2016-01 also simplifies the impairment assessment of equity investments, eliminates the disclosure of the assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at cost on the balance sheet and requires the exit price to be used when measuring fair value of financial instruments for disclosure purposes. Under ASU 2016-01, changes in fair value (resulting from instrument-specific credit risk) are presented separately in other comprehensive income for liabilities measured using the fair value option. Financial assets and liabilities are presented separately by measurement category and type, either on the balance sheet or in the financial statement disclosures. The Company adopted ASU 2016-01 on July 1, 2018 and reclassified approximately \$2 million of unrealized gains from accumulated other comprehensive (loss) to retained earnings.

In May 2014, the FASB issued ASU 2014-09, “Revenues with Contracts with Customers.” ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration that a company expects to be entitled to in exchange for the goods or services. To achieve this principle, a company must apply five steps including identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when (or as) the company satisfies the performance obligation. The Company adopted ASU 2014-09 on July 1, 2018 using the modified retrospective method and recorded a cumulative effect adjustment to increase retained earnings by approximately $5 million. See Note 3 for further discussion.

3. Revenue recognition

Revenue is derived primarily from the sale of products in a variety of mobile, industrial and aerospace markets. Revenues are recognized when control of the promised goods or services in a contract (i.e., performance obligations) are transferred to the customer. Control is transferred when the customer has the ability to direct the use of and obtain the benefits from the goods or services. A majority of the Company’s revenues are recognized at a point in time when control is transferred to the customer, which is generally at the time of shipment. However, a portion of the Company’s revenues are recognized over time if the customer simultaneously receives control as the Company performs work under a contract, if the customer controls the asset as it is being produced, or if the product being produced for the customer has no alternative use and the Company has a contractual right to payment. For contracts recognized over time, the Company uses the cost-to-cost, efforts expended or units of delivery method depending on the nature of the contract, including length of production time.

A contract’s transaction price is allocated to each distinct performance obligation. When there are multiple performance obligations within a contract, the transaction price is allocated to each performance obligation based on its standalone selling price. The primary method used to estimate a standalone selling price is the price observed in standalone sales to customers of the same product or service. Revenue is recognized when the appropriate revenue recognition criteria for the individual performance obligations have been satisfied.

The Company considers the contractual consideration payable by the customer and assesses variable consideration that may affect the total transaction price. Variable consideration primarily includes prompt pay discounts, rebates and volume discounts and is included in the estimated transaction price when there is a basis to reasonably estimate the amount, including whether the estimate should be constrained in order to avoid a significant reversal of revenue in a future period. These estimates are based on historical experience, anticipated performance under the terms of the contract and the Company’s best judgment at the time.

Payment terms vary by customer and the geographical location of the customer. The time between when revenue is recognized and payment is due is not significant. The Company’s contracts with customers generally do not include significant financing components or noncash consideration.

Taxes collected from customers and remitted to governmental authorities are excluded from revenue. Shipping and handling costs are treated as fulfillment costs and are included in cost of sales. The costs to obtain a contract where the amortization period for the related asset is one year or less are expensed as incurred.

There is generally no unilateral right to return products. The Company primarily offers an assurance-type standard warranty that the product will conform to certain specifications for a defined period of time or period of usage after delivery. This type of warranty does not represent a separate performance obligation.

Disaggregation of revenue

Revenue from contracts with customers is disaggregated by technology platforms for the Diversified Industrial Segment, by product platforms for the Aerospace Systems Segment and by geographic location for the total Company.

The Diversified Industrial Segment is an aggregation of several business units, which manufacture motion-control and fluid power system components for builders and users of various types of manufacturing, packaging, processing, transportation, agricultural, construction, and military vehicles and equipment. Contracts consist of individual purchase orders for standard product, blanket purchase orders and production contracts. Blanket purchase orders are often associated with individual purchase orders and have terms and conditions which are subject to a master supply or distributor agreement. Individual production contracts, some of which may include multiple performance obligations, are typically for products to be manufactured to the customer's specifications. Revenue in the Diversified Industrial Segment is typically recognized at the time of product shipment, but a portion of revenue may be recognized over time for installation services or in situations where the product being manufactured has no alternative use and the Company has an enforceable right to payment.

Diversified Industrial Segment revenues by technology platform:

	Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019
Motion Systems	$ 899,948	$ 2,615,878
Flow and Process Control	1,105,176	3,181,440
Filtration and Engineered Materials	1,030,296	3,008,650
Total	$ 3,035,420	$ 8,805,968

The Aerospace Systems Segment produces hydraulic, fuel, pneumatic and electro-mechanical systems and components, which are utilized on virtually every domestic commercial, military and general aviation aircraft and which also perform a vital role in naval vessels and land-based weapon systems. Contracts generally consist of blanket purchase orders and individual long-term production contracts. Blanket purchase orders, which have terms and conditions subject to long-term supply agreements, are typically associated with individual purchase orders. Revenue in the Aerospace Systems Segment is typically recognized at the time of product shipment, but a portion of revenue may be recognized over time in situations where the customer controls the asset as it is being produced or the product being manufactured has no alternative use and the Company has an enforceable right to payment.

Aerospace Systems Segment revenues by product platform:

	Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019
Flight Control Actuation	$ 191,664	$ 544,270
Fuel and Inerting	165,642	466,950
Hydraulics	123,416	334,806
Engines	71,779	207,812
Fluid Conveyance	79,299	218,371
Other	20,298	60,680
Total	$ 652,098	$ 1,832,889

Total Company revenues by geographic region based on the Company's selling operation's location:

	Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019
North America	$ 2,398,975	$ 6,893,872
Europe	786,123	2,226,983
Asia Pacific	458,122	1,385,736
Latin America	44,298	132,266
Total	$ 3,687,518	$ 10,638,857

The majority of revenues from the Aerospace Systems Segment is generated from sales to customers within North America.

Contract balances

Contract assets and contract liabilities are reported on a contract-by-contract basis. Contract assets reflect revenue recognized and performance obligations satisfied in advance of customer billing. Contract liabilities relate to payments received in advance of the satisfaction of performance under the contract. Payments from customers are received based on the terms established in the contract with the customer.

Total contract assets and contract liabilities are as follows:

		March 31, 2019
Contract assets, current (included within Prepaid expenses and other)	$	25,529
Contract assets, noncurrent (included within Investments and other assets)		2,946
Total contract assets		28,475
Contract liabilities, current (included within Other accrued liabilities)		(72,159)
Contract liabilities, noncurrent (included within Other liabilities)		(417)
Total contract liabilities		(72,576)
Net contract (liabilities)	$	(44,101)

During the nine months ended March 31, 2019, net contract liabilities increased $6 million from the July 1, 2018 net contract liabilities amount of $38 million. The increase in net contract liabilities was primarily due to advance payments from customers exceeding revenue recognized during the period. During the nine months ended March 31, 2019, approximately $35 million of revenue was recognized that was included in the contract liabilities at July 1, 2018.

Remaining performance obligations

The Company's backlog represents written firm orders from a customer to deliver products and, in the case of blanket purchase orders, only includes the portion of the order for which a schedule or release has been agreed to with the customer. The Company believes its backlog represents its unsatisfied or partially unsatisfied performance obligations. Backlog at March 31, 2019 was $4,241 million, of which approximately 90 percent is expected to be recognized as revenue within the next 12 months and the balance thereafter.

Adoption of ASU 2014-09

On July 1, 2018, the Company adopted ASU 2014-09 using the modified retrospective approach. The provisions of ASU 2014-09 were applied only to contracts that were not completed as of July 1, 2018. Comparative prior-period financial information has not been restated and continues to be reported under the accounting standards in effect for the comparative prior-year period.

The cumulative effect of the changes made to the Company's Consolidated Balance Sheet as of July 1, 2018 related to the adoption of ASU 2014-09 is as follows:

		Balance as of June 30, 2018		Cumulative Effect of Adjustments		Balance as of July 1, 2018
Assets:						
Trade accounts receivable, net	$	2,145,517	$	(11)	$	2,145,506
Inventories		1,621,304		23,205		1,644,509
Prepaid expenses and other		134,886		14,575		149,461
Investments and other assets		801,049		2,020		803,069
Liabilities:						
Other accrued liabilities	$	502,333	$	28,288	$	530,621
Other liabilities		526,089		5,160		531,249
Deferred income taxes		234,858		1,560		236,418
Equity:						
Retained earnings	$	11,625,975	$	4,781	$	11,630,756

The adoption of ASU 2014-09 had an immaterial impact on the Company's net sales, results of operations and financial position for the three and nine months ended March 31, 2019.

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, 2019 and 2018.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Numerator:				
Net income attributable to common shareholders	$ 411,248	$ 365,989	$ 1,098,696	$ 707,545
Denominator:				
Basic - weighted average common shares	128,706,137	133,032,431	130,476,355	133,107,321
Increase in weighted average common shares from dilutive effect of equity-based awards	2,178,831	2,735,849	2,022,021	2,554,064
Diluted - weighted average common shares, assuming exercise of equity-based awards	130,884,968	135,768,280	132,498,376	135,661,385
Basic earnings per share	$ 3.20	$ 2.75	$ 8.42	$ 5.32
Diluted earnings per share	$ 3.14	$ 2.70	$ 8.29	$ 5.22

For the three months ended March 31, 2019 and 2018, 833,239 and 197,560 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, 2019 and 2018, 925,721 and 471,008 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. On October 22, 2014, the Board of Directors of the Company approved an increase in the overall number of shares authorized for repurchase under the program so that, beginning on such date, the aggregate number of shares authorized for repurchase was 35 million. There is no limitation on the number of shares that can be repurchased in a fiscal year. There is no expiration date for this program. Repurchases may be funded primarily from operating cash flows and commercial paper borrowings and the shares are initially held as treasury shares. During the three months ended March 31, 2019, the Company repurchased 1,161,937 shares at an average price, including commissions, of $172.13 per share. During the nine months ended March 31, 2019, the Company repurchased 4,464,390 shares at an average price, including commissions, of $168.00 per share.

6. Trade accounts receivable, net

Trade accounts receivable 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. Allowance for doubtful accounts was $8,554 and $9,672 at March 31, 2019 and June 30, 2018, respectively.

7. Non-trade and notes receivable

The non-trade and notes receivable caption in the Consolidated Balance Sheet is comprised of the following components:

	March 31, 2019	June 30, 2018
Notes receivable	$ 154,894	$ 149,254
Accounts receivable, other	162,518	179,145
Total	$ 317,412	$ 328,399

8. Inventories

The inventories caption in the Consolidated Balance Sheet is comprised of the following components:

	March 31, 2019	June 30, 2018
Finished products	$ 696,255	$ 673,323
Work in process	869,654	765,835
Raw materials	190,082	182,146
Total	$ 1,755,991	$ 1,621,304

9. Business realignment charges

The Company incurred business realignment charges and acquisition integration costs in fiscal 2019 and fiscal 2018. The acquisition integration costs relate to the fiscal 2017 acquisition of CLARCOR, Inc.

Business realignment charges and acquisition integration costs presented in the Business Segment Information are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Diversified Industrial	$ 4,599	$ 15,643	$ 20,539	$ 53,590
Aerospace Systems	—	1,815	—	3,270
Other expense	—	—	275	—

Work force reductions in connection with such business realignment charges and acquisition integration costs in the Business Segment Information are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Diversified Industrial	144	110	509	1,375
Aerospace Systems	—	65	—	121

The business realignment charges primarily consist of severance costs related to actions taken under the Company's simplification initiative aimed at reducing organizational and process complexity, as well as plant closures, with the majority of the charges incurred in Europe and North America. 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 business realignment charges and acquisition integration costs are presented in the Consolidated Statement of Income as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Cost of sales	$ 2,804	$ 9,511	$ 10,872	$ 32,283
Selling, general and administrative expenses	1,795	7,723	9,667	24,353
Other (income), net	—	224	275	224

As of March 31, 2019, approximately $12 million in severance payments had been made relating to business realignment charges and acquisition integration charges incurred during fiscal 2019, the remainder of which are expected to be paid by March 31, 2020. Severance payments relating to prior-year business realignment and acquisition integration actions are being made as required. Remaining severance payments related to current-year and prior-year business realignment actions of approximately $11 million are primarily reflected within the other accrued liabilities caption in the Consolidated Balance Sheet. Additional charges may be recognized in future periods related to the business realignment and acquisition integration actions described above, the timing and amount of which are not known at this time.

10. Equity

Changes in equity for the three months ended March 31, 2019 and 2018 are as follows:

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)	Treasury Shares	Noncontrolling Interests	Total Equity
Balance at December 31, 2018	$ 90,523	$ 521,854	$ 12,114,448	$ (1,795,497)	$ (5,116,119)	$ 5,957	$ 5,821,166
Net income			411,248			133	411,381
Other comprehensive income				66,582		44	66,626
Dividends paid ($0.76 per share)			(98,484)			(64)	(98,548)
Stock incentive plan activity		7,289			8,134		15,423
Shares purchased at cost					(200,000)		(200,000)
Balance at March 31, 2019	$ 90,523	$ 529,143	$ 12,427,212	$ (1,728,915)	$ (5,307,985)	$ 6,070	$ 6,016,048

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)	Treasury Shares	Noncontrolling Interests	Total Equity
Balance at December 31, 2017	$ 90,523	$ 534,003	$ 11,095,717	$ (1,767,728)	$ (4,439,114)	$ 5,809	$ 5,519,210
Net income			365,989			141	366,130
Other comprehensive income				118,690		95	118,785
Dividends paid ($0.66 per share)			(88,030)			(115)	(88,145)
Stock incentive plan activity		(5,806)			16,109		10,303
Shares purchased at cost					(50,000)		(50,000)
Balance at March 31, 2018	$ 90,523	$ 528,197	$ 11,373,676	$ (1,649,038)	$ (4,473,005)	$ 5,930	$ 5,876,283

Changes in equity for the nine months ended March 31, 2019 and 2018 are as follows:

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)	Treasury Shares	Noncontrolling Interests	Total Equity
Balance at June 30, 2018	$ 90,523	$ 496,592	$ 11,625,975	$ (1,763,086)	$ (4,590,138)	$ 5,627	$ 5,865,493
Impact of adoption of accounting standards			1,483	(1,734)			(251)
Net income			1,098,696			497	1,099,193
Other comprehensive income				35,905		10	35,915
Dividends paid ($2.28 per share)			(298,942)			(64)	(299,006)
Stock incentive plan activity		32,551			32,153		64,704
Shares purchased at cost					(750,000)		(750,000)
Balance at March 31, 2019	$ 90,523	$ 529,143	$ 12,427,212	$ (1,728,915)	$ (5,307,985)	$ 6,070	$ 6,016,048

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)	Treasury Shares	Noncontrolling Interests	Total Equity
Balance at June 30, 2017	$ 90,523	$ 543,879	$ 10,930,348	$ (1,924,204)	$ (4,378,897)	$ 5,697	$ 5,267,346
Net income			707,545			442	707,987
Other comprehensive income (loss)				275,166		(64)	275,102
Dividends paid ($1.98 per share)			(264,217)			(115)	(264,332)
Stock incentive plan activity		(15,682)			55,892		40,210
Acquisition activity						(30)	(30)
Shares purchased at cost					(150,000)		(150,000)
Balance at March 31, 2018	$ 90,523	$ 528,197	$ 11,373,676	$ (1,649,038)	$ (4,473,005)	$ 5,930	$ 5,876,283

Changes in accumulated other comprehensive (loss) in shareholders' equity by component for the nine months ended March 31, 2019 and 2018 are as follows:

	Foreign Currency Translation Adjustment and Other	Retirement Benefit Plans	Total
Balance at June 30, 2018	$ (943,477)	$ (819,609)	$ (1,763,086)
Impact of adoption of ASU 2016-01	(1,734)	—	(1,734)
Other comprehensive loss before reclassifications	(39,887)	—	(39,887)
Amounts reclassified from accumulated other comprehensive (loss)	3,578	72,214	75,792
Balance at March 31, 2019	$ (981,520)	$ (747,395)	$ (1,728,915)

	Foreign Currency Translation Adjustment and Other	Retirement Benefit Plans	Total
Balance at June 30, 2017	$ (925,342)	$ (998,862)	$ (1,924,204)
Other comprehensive income before reclassifications	194,900	—	194,900
Amounts reclassified from accumulated other comprehensive (loss)	—	80,266	80,266
Balance at March 31, 2018	$ (730,442)	$ (918,596)	$ (1,649,038)

Significant reclassifications out of accumulated other comprehensive (loss) in shareholders' equity for the three and nine months ended March 31, 2019 and 2018 are as follows:

Details about Accumulated Other Comprehensive (Loss) Components	Income (Expense) Reclassified from Accumulated Other Comprehensive (Loss)		Consolidated Statement of Income Classification
	Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019	
Retirement benefit plans			
Amortization of prior service cost and initial net obligation	$ (1,639)	$ (4,932)	Other (income), net
Recognized actuarial loss	(29,763)	(89,756)	Other (income), net
Total before tax	(31,402)	(94,688)	
Tax benefit	7,588	22,474	
Net of tax	$ (23,814)	$ (72,214)	

Details about Accumulated Other Comprehensive (Loss) Components	Income (Expense) Reclassified from Accumulated Other Comprehensive (Loss)		Consolidated Statement of Income Classification
	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2018	
Retirement benefit plans			
Amortization of prior service cost and initial net obligation	$ (1,608)	$ (5,291)	Other (income), net
Recognized actuarial loss	(35,606)	(110,566)	Other (income), net
Total before tax	(37,214)	(115,857)	
Tax benefit	11,996	35,591	
Net of tax	$ (25,218)	$ (80,266)	

11. Goodwill and intangible assets

The changes in the carrying amount of goodwill for the nine months ended March 31, 2019 are as follows:

	Diversified Industrial Segment	Aerospace Systems Segment	Total
Balance at June 30, 2018	$ 5,405,771	$ 98,649	$ 5,504,420
Acquisition	2,940	—	2,940
Foreign currency translation and other	(47,382)	(13)	(47,395)
Balance at March 31, 2019	$ 5,361,329	$ 98,636	$ 5,459,965

The acquisition line represents the goodwill allocation during the measurement period subsequent to the applicable acquisition date.

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, 2019		June 30, 2018	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Patents	$ 261,214	$ 126,495	$ 265,423	$ 117,440
Trademarks	542,643	245,339	546,905	227,580
Customer lists and other	2,440,856	1,038,446	2,482,079	933,867
Total	$ 3,244,713	$ 1,410,280	$ 3,294,407	$ 1,278,887

Total intangible amortization expense for the nine months ended March 31, 2019 was $156,527. The estimated amortization expense for the five years ending June 30, 2019 through 2023 is $196,201, $185,541, $180,945, $175,094 and $167,601, 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 material intangible asset impairments occurred during the nine months ended March 31, 2019.

12. Retirement benefits

Net pension benefit cost recognized included the following components:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Service cost	$ 19,126	$ 20,711	$ 57,618	$ 62,011
Interest cost	40,124	36,027	120,541	107,851
Expected return on plan assets	(62,844)	(64,437)	(188,422)	(192,963)
Amortization of prior service cost	1,665	1,575	4,990	5,190
Amortization of net actuarial loss	29,988	36,278	89,973	110,428
Amortization of initial net obligation	4	4	13	14
Net pension benefit cost	$ 28,063	$ 30,158	$ 84,713	$ 92,531

During the three months ended March 31, 2019 and 2018, the Company recognized $114 and $(100), respectively, in expense (income) related to other postretirement benefits. During the nine months ended March 31, 2019 and 2018, the Company recognized $1,395 and $2,080, respectively, in expense related to other postretirement benefits. Components of net pension benefit cost and other postretirement benefit cost, other than service cost, are included in other (income), net in the Consolidated Statement of Income.

In September 2018, the Company made a discretionary $200 million cash contribution to its domestic qualified defined benefit plan.

13. Income taxes

On December 22, 2017, the TCJ Act was enacted into law. The TCJ Act significantly reforms the Internal Revenue Code of 1986, as amended, by among other things, establishing a flat corporate income tax rate of 21 percent and creating a territorial tax system (with a one-time transition tax imposed on previously undistributed foreign earnings and profits).

The Securities and Exchange Commission staff issued Staff Accounting Bulletin (SAB) 118, which provided guidance on accounting for the tax effects of the TCJ Act. SAB 118 provided a measurement period that should not extend beyond one year from the TCJ Act's enactment date for companies to complete the applicable accounting under Topic 740. In accordance with SAB 118, and based on the information available, the Company recorded additional tax expense of $14,485 related to the estimated one-time transition tax during the three months ended December 31, 2018. This adjustment is a result of the Company's analysis of related proposed regulations that were issued subsequent to the recording of the previous provisional amount. The Company considers its provisional accounting for the effects of the TCJ Act, which includes the remeasurement of deferred tax balances and related valuation allowances, the one-time transition tax and the repatriation of undistributed foreign earnings, as being complete and as meeting the recognition guidance under Topic 740.

During the period ended September 30, 2018, the Company made the accounting policy election to treat taxes related to Global Intangible Low-Taxed Income as a current period expense when incurred.

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 open to assessment of its federal income tax returns by the U.S. Internal Revenue Service for fiscal years after 2011, and its state and local returns for fiscal years after 2012. The Company is also open to assessment for foreign jurisdictions for fiscal years after 2009. Unrecognized tax benefits reflect the difference between positions taken or expected to be taken on income tax returns and the amounts reflected in the financial statements.

As of March 31, 2019, the Company had gross unrecognized tax benefits of $140,327, all of which, if recognized, would affect the effective tax rate. The accrued interest related to the gross unrecognized tax benefits, excluded from the amounts above, is $23,342. It is reasonably possible that within the next 12 months the amount of gross unrecognized tax benefits could be reduced by up to approximately $100,000 as a result of the revaluation of existing uncertain tax positions arising from developments in the examination process or the closure of tax statutes. Any increase in the amount of gross unrecognized tax benefits within the next 12 months is expected to be insignificant.

14. Financial instruments

The Company’s financial instruments consist primarily of cash and cash equivalents, marketable securities and other investments, accounts receivable and long-term investments 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.

Marketable securities and other investments include deposits, equity investments and available-for-sale debt securities. Deposits are recorded at cost, and equity investments and available-for-sale debt securities are recorded at fair value. Changes in fair value related to available-for-sale debt securities are recorded in accumulated other comprehensive (loss). Upon the adoption of ASU 2016-01 on July 1, 2018, changes in fair value of equity investments are recognized in net income. Prior to the adoption of ASU 2016-01, these changes in fair value were recognized in accumulated other comprehensive (loss).

Gross unrealized gains and losses related to both equity investments and available-for-sale debt securities were not material as of March 31, 2019 and June 30, 2018. There were no facts or circumstances that indicated the unrealized losses were other than temporary.

There were no investments in available-for-sale debt securities at March 31, 2019. The contractual maturities of available-for-sale debt securities were predominantly one to three years at June 30, 2018. Actual maturities of available-for-sale debt securities may differ from their contractual maturities as the Company has the ability to liquidate the available-for-sale debt securities after giving appropriate notice to the issuer.

The carrying value of long-term debt and estimated fair value of long-term debt are as follows:

	March 31, 2019	June 30, 2018
Carrying value of long-term debt	$ 4,322,963	$ 4,460,402
Estimated fair value of long-term debt	4,524,008	4,548,796

The fair value of long-term debt is classified within level 2 of the fair value hierarchy.

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 €700 million aggregate principal amount of Senior Notes due 2025 have been designated as a hedge of the Company's net investment in certain foreign subsidiaries. The translation of the Senior Notes due 2025 into U.S. dollars is recorded in accumulated other comprehensive (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.

The location and fair value of derivative financial instruments reported in the Consolidated Balance Sheet are as follows:

	Balance Sheet Caption	March 31, 2019	June 30, 2018
Net investment hedges			
Cross-currency swap contracts	Other assets	$ 25,396	$ 7,614
Cash flow hedges			
Forward exchange contracts	Non-trade and notes receivable	11,621	5,564
Forward exchange contracts	Other accrued liabilities	4,942	5,079
Costless collar contracts	Non-trade and notes receivable	1,467	932
Costless collar contracts	Other accrued liabilities	2,906	236

The cross-currency swap, forward exchange contracts and costless collar contracts are reflected on a gross basis in the Consolidated Balance Sheet. The Company has not entered into any master netting arrangements.

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 (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 forward exchange and costless collar contracts have not been designated as hedging instruments and are considered to be economic hedges of forecasted transactions.

Net unrealized gains of $14 million related to forward exchange contracts were recorded in the Consolidated Statement of Income for the three months ended March 31, 2019. All other gains or losses on derivative financial instruments that were recorded in the Consolidated Statement of Income for the three and nine months ended March 31, 2019 and 2018 were not material.

Gains (losses) on derivative and non-derivative financial instruments that were recorded in accumulated other comprehensive (loss) in the Consolidated Balance Sheet are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Cross-currency swap contracts	$ 6,748	$ (13,374)	$ 14,367	$ (22,672)
Foreign denominated debt	13,287	(15,423)	24,558	(43,150)

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, 2019 and 2018.

A summary of financial assets and liabilities that were measured at fair value on a recurring basis at March 31, 2019 and June 30, 2018 are as follows:

	Fair Value at March 31, 2019	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Equity securities	$ 14,388	$ 14,388	$ —	$ —
Derivatives	38,484	—	38,484	—
Investments measured at net asset value	9,601			
Liabilities:				
Derivatives	7,848	—	7,848	—

	Fair Value at June 30, 2018	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Equity securities	$ 2,956	$ 2,956	$ —	$ —
Corporate bonds	5,331	5,331	—	—
Asset-backed and mortgage-backed securities	3,911	—	3,911	—
Derivatives	14,110	—	14,110	—
Investments measured at net asset value	7,208			
Liabilities:				
Derivatives	5,315	—	5,315	—

The fair values of the equity securities, corporate bonds and asset-backed and mortgage-backed securities are determined using the closing market price reported in the active market in which the fund is traded or the market price for similar assets that are traded in an active market.

Derivatives consist of forward exchange, costless collar and cross-currency swap contracts, the fair values of which are calculated using market observable inputs including both spot and forward prices for the same underlying currencies. The calculation of fair value of the cross-currency swap contracts also utilizes a present value cash flow model that has been adjusted to reflect the credit risk of either the Company or the counterparty.

Investments measured at net asset value primarily consist of investments in fixed income mutual funds, which are measured at fair value using the net asset value per share practical expedient. These investments have not been categorized in the fair value hierarchy. The Company has the ability to liquidate these investments after giving appropriate notice to the issuer.

The primary investment objective for all investments is the preservation of principal and liquidity while earning income.

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.

FORM 10-Q
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2019 AND COMPARABLE PERIODS ENDED MARCH 31, 2018

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 U.S. 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. Recent PMI levels for some regions around the world were as follows:

	March 31, 2019	June 30, 2018	March 31, 2018
United States	55.3	60.2	59.3
Eurozone countries	47.5	54.9	56.6
China	50.8	51.0	51.0
Brazil	52.8	49.8	53.4

Both global aircraft miles flown and available revenue passenger miles increased by approximately six percent from their comparable fiscal 2018 levels. The Company anticipates that U.S. Department of Defense spending with regard to appropriations and operations and maintenance for the U.S. Government's fiscal 2019 will be approximately four percent higher than the comparable fiscal 2018 level.

Housing starts in March 2019 were approximately 14 percent lower than housing starts in March 2018 and approximately three percent lower than housing starts in June 2018.

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, food, environment, defense, life sciences, infrastructure and transportation. The Company believes it can meet its strategic objectives by:

- Serving the customer and continuously enhancing its experience with the Company;
- Successfully executing its Win Strategy initiatives relating to engaged people, premier customer experience, profitable growth and financial performance;
- Maintaining its decentralized division and sales company structure;
- Fostering a safety first and entrepreneurial culture;
- 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;
- Acquiring strategic businesses;
- Organizing around targeted regions, technologies and markets;
- Driving efficiency by implementing lean enterprise principles; and
- Creating a culture of empowerment through its values, inclusion and diversity, accountability and teamwork.

Acquisitions will 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. In addition, the Company will 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

	Three Months Ended March 31,		Nine Months Ended March 31,	
(dollars in millions)	**2019**	**2018**	**2019**	**2018**
Net sales	$ 3,687.5	$ 3,749.6	$ 10,638.9	$ 10,484.9
Gross profit margin	25.0%	24.8%	25.1%	24.6%
Selling, general and administrative expenses	$ 360.9	$ 416.5	$ 1,152.4	$ 1,221.8
Selling, general and administrative expenses, as a percent of sales	9.8%	11.1%	10.8%	11.7%
Interest expense	$ 48.2	$ 54.1	$ 140.1	$ 160.8
Other (income), net	$ (17.5)	$ (10.6)	$ (37.6)	$ (9.6)
Effective tax rate	22.3%	22.1%	22.6%	41.2%
Net income	$ 411.4	$ 366.1	$ 1,099.2	$ 708.0
Net income, as a percent of sales	11.2%	9.8%	10.3%	6.8%

Net sales for the current-year quarter decreased compared to the prior-year quarter due to lower sales in the Diversified Industrial North American and International businesses, partially offset by higher sales in the Aerospace Systems Segment. Net sales for the first nine months of fiscal 2019 increased compared to the same prior-year period due to an increase in sales in the Aerospace Systems Segment. Diversified Industrial Segment net sales remained flat during the first nine months of fiscal 2019 as an increase in sales in the North American businesses was offset by a decrease in sales in the International businesses. The effect of currency rate changes decreased net sales by approximately $111 million in the current-year quarter ($105 million of which was attributable to the Diversified Industrial International businesses) and by $241 million in the first nine months of fiscal 2019 ($223 million of which was attributable to the Diversified Industrial International businesses).

Gross profit margin (calculated as net sales minus cost of sales, divided by net sales) increased in the current-year quarter and the first nine months of fiscal 2019 primarily due to higher margins in the Aerospace Systems Segment driven by increased aftermarket and original equipment manufacturer (OEM) volume and profitability. Diversified Industrial Segment margins increased slightly in the current-year quarter and first nine months of fiscal 2019 primarily due to higher margins in the Diversified Industrial International businesses. Cost of sales for the current-year quarter and prior-year quarter also included business realignment charges and acquisition integration costs of $2.8 million and $9.5 million, respectively, and $10.9 million and $32.3 million for the first nine months of fiscal 2019 and 2018, respectively.

Selling, general and administrative expenses decreased during the current-year quarter and the first nine months of fiscal 2019 primarily due to the benefits from prior-year restructuring activities and the Company's simplification initiative, lower amortization expense and lower incentive compensation. Favorable market fluctuations related to investments associated with the Company's deferred compensation program, partially offset by unfavorable changes in the related liabilities, also contributed to lower expenses in the current-year quarter. However, the net impact of the market fluctuations related to these assets and liabilities increased expenses during the first nine months of fiscal 2019 compared to the same prior-year period. Selling, general and administrative expenses also included business realignment charges and acquisition integration costs of $1.8 million and $7.7 million for the current-year and prior-year quarter, respectively, and $9.7 million and $24.4 million for the first nine months of fiscal 2019 and 2018, respectively.

Interest expense for the current-year quarter and first nine months of fiscal 2019 decreased from the comparable prior-year periods due to lower average debt outstanding.

Other (income), net included the following:

(dollars in millions)	**Three Months Ended March 31,**		**Nine Months Ended March 31,**	
Expense (income)	**2019**	**2018**	**2019**	**2018**
Income related to equity method investments	$ (21.8)	$ (15.9)	$ (67.6)	$ (34.4)
Non-service components of retirement benefit cost	9.1	9.3	28.3	32.4
Divestitures and asset sales and writedowns	0.5	0.3	5.0	(25.9)
Sale and writedown of investments	—	—	—	33.8
Other items, net	(5.3)	(4.3)	(3.3)	(15.5)
	$ (17.5)	$ (10.6)	$ (37.6)	$ (9.6)

Effective tax rate for the current-year quarter was higher than the comparable prior-year quarter due an overall decrease in discrete tax benefits, partially offset by a reduced U.S. income tax rate resulting from the enactment of the U.S. Tax Cuts and Jobs Act (TCJ Act). The effective tax rate for the first nine months of fiscal 2019 was lower than the comparable prior-year period primarily due to a net decrease in discrete tax costs resulting from the enactment of the TCJ Act that were recorded in the prior-year period. The Company expects the fiscal 2019 effective tax rate will be approximately 23 percent.

RESULTS BY BUSINESS SEGMENT

Diversified Industrial Segment

	Three Months Ended March 31,		**Nine Months Ended March 31,**	
(dollars in millions)	**2019**	**2018**	**2019**	**2018**
Net sales				
North America	$ 1,750.6	$ 1,761.8	$ 5,063.7	$ 4,922.0
International	1,284.9	1,389.3	3,742.3	3,883.7
Operating income				
North America	287.5	280.7	820.4	762.5
International	$ 208.7	$ 205.3	$ 603.9	$ 561.8
Operating margin				
North America	16.4%	15.9%	16.2%	15.5%
International	16.2%	14.8%	16.1%	14.5%
Backlog	$ 2,106.8	$ 2,285.8	$ 2,106.8	$ 2,285.8

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

	Period Ending March 31, 2019	
	Three Months	**Nine Months**
Diversified Industrial North America – as reported	(0.6)%	2.9 %
Divestitures	(0.4)%	(0.4)%
Currency	(0.3)%	(0.3)%
Diversified Industrial North America – without divestitures and currency	0.1 %	3.6 %
Diversified Industrial International – as reported	(7.5)%	(3.6)%
Divestitures	(0.7)%	(0.8)%
Currency	(7.5)%	(5.7)%
Diversified Industrial International – without divestitures and currency	0.7 %	2.9 %
Total Diversified Industrial Segment – as reported	(3.7)%	— %
Divestitures	(0.5)%	(0.6)%
Currency	(3.5)%	(2.7)%
Total Diversified Industrial Segment – without divestitures and currency	0.3 %	3.3 %

The above presentation reconciles the percentage changes in net sales of the Diversified Industrial Segment reported in accordance with U.S. GAAP to percentage changes in net sales adjusted to remove the effects of divestitures made within the prior four fiscal quarters as well as the effects of currency exchange rates (a non-GAAP measure). The effects of divestitures 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 divestitures and changes in currency exchange rates, Diversified Industrial North American sales remained flat for the current-year quarter primarily due to increased demand from end users in the heavy-duty truck, construction equipment, engines and refrigeration markets, offset by lower demand from distributors and end users in the oil and gas, marine, semiconductor and power generation markets. Diversified Industrial North American sales increased for the first nine months of fiscal 2019 primarily due to higher demand from distributors and end-users in the heavy-duty truck, engines, construction equipment and refrigeration markets, partially offset by lower demand from end users in the oil and gas, semiconductor, marine and power generation markets.

Excluding the effects of divestitures and changes in currency exchange rates, Diversified Industrial International sales for the current-year quarter and first nine months of fiscal 2019 increased primarily due to higher demand from distributors and end users in the mobile markets. Latin America accounted for approximately 60 percent of the increase in sales during the current-year quarter, while the Asia Pacific region and Europe contributed approximately 25 percent and 15 percent, respectively. The Asia Pacific region accounted for approximately 50 percent of the increase in sales for the first nine months of fiscal 2019, while Europe and Latin America each contributed approximately 30 percent and 20 percent, respectively.

Within the Asia Pacific region, the increase in sales in the current-year quarter was primarily experienced from end users in the construction equipment, engines, marine and oil and gas markets, partially offset by lower demand from distributors and end users in the semiconductor, cars and light truck and rubber and plastics markets. The increase in sales for the first nine months of fiscal 2019 was primarily driven by higher demand from distributors and end users in the construction equipment, oil and gas and refrigeration markets, partially offset by lower demand from end users in the semiconductor, cars and light truck and industrial machinery markets.

Within Europe, distributors and end users in the construction equipment, forestry, farm and agricultural equipment and telecommunications markets experienced the largest increase in demand during both the current-year quarter and first nine months of fiscal 2019, which was partially offset by lower end-user demand in the general industrial machinery, cars and light truck, oil and gas and machine tools markets.

The increase in sales in Latin America for the current-year quarter and first nine months of fiscal 2019 was primarily due to higher demand from distributors and end users in the heavy-duty truck and farm and agricultural equipment markets, partially offset by lower end-user demand in the industrial machinery and power generation markets.

Operating margins in both the Diversified Industrial North American and International businesses for the current-year quarter and first nine months of fiscal 2019 increased due to lower operating expenses resulting from prior-year business realignment and acquisition integration activities and the Company's simplification initiative, lower business realignment expenses in the current year, and lower intangible asset amortization expense. These benefits were partially offset by higher manufacturing and materials support costs and manufacturing inefficiencies resulting from moderating sales growth in the current-year periods compared to the prior-year periods.

The following business realignment expenses and acquisition integration costs are included in Diversified Industrial North American and Diversified Industrial International operating income:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(dollars in millions)	**2019**	**2018**	**2019**	**2018**
Diversified Industrial North America	$ 1.8	$ 8.4	$ 10.3	$ 29.2
Diversified Industrial International	2.8	7.2	10.2	24.4

The business realignment charges primarily consist of severance costs related to actions taken under the Company's simplification initiative implemented by operating units throughout the world as well as plant closures. The majority of the Diversified Industrial International business realignment charges were incurred in Europe. The Company anticipates that cost savings realized from the work force reduction measures taken in the first nine months of fiscal 2019 will not materially impact operating income in fiscal 2019 and will increase operating income in both the Diversified Industrial North American and Diversified Industrial International businesses in fiscal 2020 by approximately one percent. Acquisition integration costs primarily relate to the integration of the fiscal 2017 acquisition of CLARCOR Inc. and are primarily incurred in the Diversified Industrial North American businesses. The Company expects to continue to take the actions necessary to structure appropriately the operations of the Diversified Industrial Segment. Such actions are expected to result in approximately $9 million of additional business realignment charges and acquisition integration costs in the remainder of fiscal 2019.

Diversified Industrial Segment backlog as of March 31, 2019 decreased from the prior-year quarter due to shipments exceeding orders in all businesses. Backlog in North America and Europe each accounted for approximately 40 percent of the change, while the remaining 20 percent related to the Asia Pacific region.

As of March 31, 2019, Diversified Industrial Segment backlog decreased compared to the June 30, 2018 amount of $2,167.2 million due to shipments exceeding orders in both the North American and International businesses. Backlog in North America accounted for 75 percent of the decrease from the June 30, 2018 amount, while the remaining 25 percent related to the International businesses. Within the International businesses, shipments exceeding orders in Europe and the Asia Pacific region were partially offset by orders exceeding shipments in Latin America.

Backlog consists of written firm orders from a customer to deliver products and, in the case of blanket purchase orders, only includes the portion of the order for which a schedule or release date has been agreed to with the customer. The dollar value of backlog is equal to the amount that is expected to be billed to the customer and reported as a sale.

The Company anticipates Diversified Industrial North American sales for fiscal 2019 will increase between 0.9 percent and 1.9 percent from their fiscal 2018 level, and Diversified Industrial International sales for fiscal 2019 will decrease between 5.3 percent and 4.3 percent from their fiscal 2018 level. Diversified Industrial North American operating margins in fiscal 2019 are expected to range from 16.4 percent to 16.8 percent, and Diversified Industrial International operating margins in fiscal 2019 are expected to range from 16.0 percent to 16.4 percent.

Aerospace Systems Segment

(dollars in millions)	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2019	Nine Months Ended March 31, 2018
Net sales	$ 652.1	$ 598.4	$ 1,832.9	$ 1,679.3
Operating income	$ 134.8	$ 106.7	$ 366.1	$ 271.2
Operating margin	20.7%	17.8%	20.0%	16.2%
Backlog	$ 2,134.2	$ 1,981.7	$ 2,134.2	$ 1,981.7

The increase in net sales in the Aerospace Systems Segment for the current-year quarter and first nine months of fiscal 2019 was primarily due to higher volume in the commercial and military aftermarket businesses as well as the commercial and military OEM businesses. The higher operating margin for the current-year quarter and first nine months of fiscal 2019 was primarily due to higher aftermarket and OEM volume and profitability, higher joint venture earnings, lower engineering and development costs, lower operating costs, and the absence of business realignment expenses in the current-year periods. Operating margins in the first nine months of fiscal 2019 also benefited from the absence of unfavorable contract settlements that occurred in the comparable prior-year period.

The increase in backlog from both the prior-year quarter and June 30, 2018 amount of $1,954.0 million is due to orders exceeding shipments within the commercial and military OEM and commercial and military aftermarket businesses. Backlog consists of written firm orders from a customer to deliver products and, in the case of blanket purchase orders, only includes the portion of the order for which a schedule or release date has been agreed to with the customer. The dollar value of backlog is equal to the amount that is expected to be billed to the customer and reported as a sale.

For fiscal 2019, sales are expected to increase between 7.0 percent and 8.0 percent from the fiscal 2018 level and operating margins are expected to range from 19.3 percent to 19.7 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.

Corporate general and administrative expenses

Corporate general and administrative expenses were $32.8 million in the current-year quarter compared to $54.1 million in the comparable prior-year quarter and were $147.0 million for the first nine months of fiscal 2019 compared to $142.4 million for the first nine months of fiscal 2018. As a percent of sales, corporate general and administrative expenses were 0.9 percent and 1.4 percent in the current-year and prior-year quarter, respectively. During the first nine months of both fiscal 2019 and 2018, Corporate general and administrative expenses were 1.4 percent of sales. Corporate general and administrative expenses decreased in the current-year quarter primarily due to favorable market fluctuations related to investments associated with the Company's deferred compensation program, partially offset by unfavorable changes in the related liabilities. However, the net impact of the market fluctuations related to these assets and liabilities increased expenses during the first nine months of fiscal 2019. Both the current-year quarter and first nine months of fiscal 2019 benefited from lower incentive compensation expense compared to the same prior-year periods.

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

(dollars in millions) Expense (income)	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2019	Nine Months Ended March 31, 2018
Foreign currency transaction	$ 2.5	$ 3.9	$ 5.1	$ 16.5
Stock-based compensation	7.7	8.1	44.4	43.5
Pensions	3.8	5.1	14.0	17.9
Divestitures and asset sales and writedowns	0.5	0.3	5.0	(25.9)
Sale and writedown of investments	—	—	—	33.8
Other items, net	6.3	(2.9)	14.7	2.2
	$ 20.8	$ 14.5	$ 83.2	$ 88.0

Foreign currency transaction primarily relates to the impact of changes in foreign exchange rates on cash, marketable securities and other investments and intercompany transactions.

CONSOLIDATED BALANCE SHEET

(dollars in millions)	March 31, 2019	June 30, 2018
Cash	$ 1,169.0	$ 855.1
Trade accounts receivable, net	2,117.1	2,145.5
Inventories	1,756.0	1,621.3
Shareholders' equity	6,010.0	5,859.9
Working capital	$ 1,988.8	$ 1,887.8
Current ratio	1.56	1.59

Cash (comprised of cash and cash equivalents and marketable securities and other investments) includes $1,108 million and $836 million held by the Company's foreign subsidiaries at March 31, 2019 and June 30, 2018, respectively. As a result of the TCJ Act, the prior worldwide tax system was replaced by a territorial tax system, which generally allows companies to repatriate future foreign source earnings without incurring additional U.S. federal taxes. However, other U.S. or foreign taxes may be incurred should cash be distributed between the Company's subsidiaries. The Company has determined it will no longer permanently reinvest certain foreign earnings. All other undistributed foreign earnings remain permanently reinvested.

Trade accounts receivable, net are receivables due from customers for sales of product. Days sales outstanding relating to trade accounts receivable was 52 days at March 31, 2019, and 51 days at June 30, 2018. The Company believes that its receivables are collectible and appropriate allowances for doubtful accounts have been recorded.

Inventories as of March 31, 2019 increased by $135 million, which was evenly distributed between the Diversified Industrial and Aerospace Systems Segments. This change was partially offset by a decrease of $18 million related to the effect of foreign currency translation. Within the Diversified Industrial Segment, approximately 80 percent of the increase in inventories occurred in the Diversified Industrial North American businesses, and approximately 20 percent of the increase occurred in the Diversified Industrial International businesses. Days supply of inventory was 71 days at March 31, 2019, 64 days at June 30, 2018 and 67 days at March 31, 2018.

Shareholders' equity activity during the first nine months of fiscal 2019 included a decrease of approximately $750 million as a result of share repurchases and a decrease of approximately $36 million as a result of foreign currency translation.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Nine Months Ended March 31,	
(dollars in millions)	2019	2018
Cash provided by (used in):		
Operating activities	$ 1,092.6	$ 901.2
Investing activities	(116.1)	(179.4)
Financing activities	(690.2)	(535.5)
Effect of exchange rates	(9.7)	18.3
Net increase in cash and cash equivalents	$ 276.6	$ 204.6

Cash flows from operating activities for the first nine months of fiscal 2019 was higher than the first nine months of fiscal 2018 primarily due to an increase in net income and cash provided by working capital items, partially offset by a $200 million discretionary cash contribution to the Company's domestic qualified defined benefit plan. The Company continues to focus on managing its inventory and other working capital requirements.

Cash flows from investing activities includes net (purchases) of marketable securities and other investments of $(27) million and $(58) million in the first nine months of fiscal 2019 and 2018, respectively. Cash flows from investing activities also includes $145 million of capital expenditures during the first nine months of fiscal 2019 compared to $194 million of capital expenditures during first nine months of fiscal 2018.

Cash flows from financing activities for the first nine months of fiscal 2019 includes net commercial paper borrowings of $479 million compared to net repayments of $54 million in the first nine months of fiscal 2018. During the first nine months of fiscal 2019, the Company also repaid $100 million of long-term debt. Cash flows from financing activities includes repurchase activity under the Company's share repurchase program. The Company repurchased 4.5 million common shares for $750 million in the first nine months of fiscal 2019 compared to the repurchase of 0.8 million common shares for $150 million in the first nine months of fiscal 2018.

The Company’s goal is to have no less than an “A” rating on senior debt to ensure availability and reasonable cost of external funds. In periods following significant capital deployment, including for share repurchases or acquisitions, certain of the ratings assigned to the Company's senior debt may be, and at March 31, 2019 were, lower than the stated goal. The Company does not presently believe that its ability to borrow funds in the future at desirable tenors and affordable interest rates will be impacted if certain of its ratings are temporarily below an "A" level at the time of such borrowings. At March 31, 2019, the long-term credit ratings assigned to the Company's senior debt securities by the credit rating agencies engaged by the Company were as follows:

Fitch Ratings	A-
Moody's Investor Services, Inc.	Baa1
Standard & Poor's	A

At March 31, 2019, the Company had a line of credit totaling $2,000 million through a multi-currency revolving credit agreement with a group of banks, $987 million of which was available. The credit agreement expires in October 2021; 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. Advances from the credit agreement can be used for general corporate purposes, including acquisitions, and for the refinancing of existing indebtedness. The credit agreement requires the payment of an annual facility fee, the amount of which may 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.

As of March 31, 2019, the Company was authorized to sell up to $2,000 million of short-term commercial paper notes. As of March 31, 2019, $1,013 million of commercial paper notes were outstanding, and the largest amount of commercial paper notes outstanding during the current-year quarter was $1,144 million.

The Company’s credit agreements and indentures governing certain debt securities 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, 2019, the most restrictive financial covenant provides that the ratio of debt to debt-shareholders' equity cannot exceed .60 to 1.0. At March 31, 2019, the Company's debt to debt-shareholders' equity ratio was .47 to 1.0. The Company is in compliance with all covenants and expects to remain in compliance during the term of the credit agreements and indentures.

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. These statements may be identified from the use of forward-looking terminology such as “anticipates,” “believes,” “may,” “should,” “could,” “potential,” “continues,” “plans,” “forecasts,” “estimates,” “projects,” “predicts,” “would,” “intends,” “anticipates,” “expects,” “targets,” “is likely,” “will,” or the negative of these terms and similar expressions, and include all statements regarding future performance, earnings projections, events or developments. Parker cautions readers not to place undue reliance on these 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. Additionally, the actual impact of the TCJ Act on future performance and earnings projections may change based on subsequent judicial or regulatory interpretations of the Act that impact the company’s tax calculations. A change in the economic conditions in individual markets may have a particularly volatile effect on segment performance.

The risks and uncertainties in connection with forward-looking statements related to the proposed transaction between LORD Corporation and the company include, but are not limited to, the occurrence of any event, change or other circumstances that could delay the closing of the proposed transaction; the possibility of non-consummation of the proposed transaction and termination of the merger agreement; the failure to satisfy any of the conditions to the proposed transaction set forth in the merger agreement; the possibility that a governmental entity may prohibit the consummation of the proposed transaction or may delay or refuse to grant a necessary regulatory approval in connection with the proposed transaction, or that in order for the parties to obtain any such regulatory approvals, conditions are imposed that adversely affect the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; adverse effects on Parker’s common stock because of the failure to complete the proposed transaction; Parker’s business experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the possibility that the expected synergies and value creation from the proposed transaction will not be realized or will not be realized within the expected time period; the parties being unable to successfully implement integration strategies; and significant transaction costs related to the proposed transaction.

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 and similar transactions, including the integration of CLARCOR;
- the ability to successfully divest businesses planned for divestiture and realize the anticipated benefits of such divestitures;
- the determination to undertake business realignment activities and the expected costs thereof and, if undertaken, the ability to complete such activities and realize the anticipated cost savings from such activities;
- ability to implement successfully capital allocation initiatives, including timing, price and execution of share repurchases;
- availability, limitations or cost increases of raw materials, component products and/or commodities that cannot be recovered in product pricing;
- ability to manage costs related to insurance and employee retirement and health care benefits;
- compliance costs associated with environmental laws and regulations;
- potential labor disruptions;
- threats associated with and efforts to combat terrorism and cyber-security risks;
- uncertainties surrounding the ultimate resolution of outstanding legal proceedings, including the outcome of any appeals;

- global competitive market conditions, including global reactions to U.S. trade policies, and resulting effects on sales and pricing; 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, 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 14 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 (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 (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 of March 31, 2019. Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that, as of March 31, 2019, the Company's disclosure controls and procedures were effective.

There was no change in the Company's internal control over financial reporting during the quarter ended March 31, 2019 that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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.***

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (1)
January 1, 2019 through January 31, 2019	110,600	$ 155.11	110,600	12,189,040
February 1, 2019 through February 28, 2019	780,400	$ 173.70	780,400	11,408,640
March 1, 2019 through March 31, 2019	270,937	$ 174.44	270,937	11,137,703
Total:	1,161,937		1,161,937	

(1) On October 22, 2014, the Company publicly announced that the Board of Directors increased the overall maximum number of shares authorized for repurchase under the Company's share repurchase program, first announced on August 16, 1990, so that, beginning on October 22, 2014, the maximum aggregate number of shares authorized for repurchase was 35 million shares. There is no limitation on the amount of shares that can be repurchased in a fiscal year. 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:

Exhibit No.	**Description of Exhibit**
31(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(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, 2019 and 2018, (ii) Consolidated Statement of Income for the nine months ended March 31, 2019 and 2018, (iii) Consolidated Statement of Comprehensive Income for the three months ended March 31, 2019 and 2018, (iv) Consolidated Statement of Comprehensive Income for the nine months ended March 31, 2019 and 2018, (v) Consolidated Balance Sheet at March 31, 2019 and June 30, 2018, (vi) Consolidated Statement of Cash Flows for the nine months ended March 31, 2019 and 2018, and (vii) Notes to Consolidated Financial Statements for the nine months ended March 31, 2019.

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/ Catherine A. Suever

Catherine A. Suever
Executive Vice President - Finance & Administration and
Chief Financial Officer

Date: May 9, 2019

Exhibit 31(a)

CERTIFICATIONS

I, Thomas L. Williams, 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, 2019

/s/ Thomas L. Williams

Thomas L. Williams
Chief Executive Officer

Exhibit 31(b)

CERTIFICATIONS

I, Catherine A. Suever, 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, 2019

/s/ Catherine A. Suever

Catherine A. Suever
Executive Vice President - Finance &
Administration and Chief Financial Officer

Exhibit 32

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, 2019 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, 2019

/s/ Thomas L. Williams

Name: Thomas L. Williams
Title: Chief Executive Officer

/s/ Catherine A. Suever

Name: Catherine A. Suever
Title: Executive Vice President - Finance & Administration and Chief Financial Officer