

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**SCHEDULE TO**

(Rule 14d-100)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)\***

**Denison International plc**

(Name of Subject Company (Issuer))

**Parker-Hannifin Corporation**

(Name of Filing Persons (Offeror))

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

(Title of Class of Securities)

**248335101**

(CUSIP Number of Class of Securities)

**Thomas A. Piraino, Jr.**

**Vice President, General Counsel and Secretary**

**Parker-Hannifin Corporation**

**6035 Parkland Boulevard**

**Cleveland, Ohio 44124-4141**

**(216) 896-3000**

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

*Copy to:*

**Patrick J. Leddy**

**Jones Day**

**North Point**

**901 Lakeside Avenue**

**Cleveland, Ohio 44114-1190**

**(216) 586-3939**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**

**Amount of Filing Fee(2)**

\$253,238,760

\$50,648

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

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

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

Amount Previously Paid: \$50,648

Filing Party: Parker-Hannifin Corporation

Form or Registration No.: Schedule TO

Date Filed: December 19, 2003

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

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

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

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

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

**Item 11. Additional Information.**

Item 11 of the Schedule TO is amended and supplemented by adding thereto the following:

"On February 9, 2004, Parker received from the Austrian Cartel Court clearance under Chapter 5 of the Austrian Cartel Act of 1988 with respect to the Offer.

On February 10, 2004, Parker issued a press release that announced the receipt of clearance from the Austrian Cartel Court. A copy of the press release issued by Parker on February 10, 2004 is filed herewith as Exhibit (a)(5)(E) and is incorporated herein by reference."

**Item 12. Exhibits.**

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

"(a)(5)(E) Press release issued by Parker-Hannifin Corporation on February 10, 2004"

**SIGNATURE**

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

Date: February 10, 2004

**PARKER-HANNIFIN CORPORATION**

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

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Name: Thomas A. Piraino, Jr.

Title: Vice President, General Counsel and Secretary

## Exhibit Index

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

\* previously filed

**PARKER HANNIFIN CORPORATION RECEIVES  
REQUIRED REGULATORY CLEARANCE RELATED TO ITS  
CASH OFFER FOR DENISON INTERNATIONAL PLC**

February 10, 2004—Cleveland, Ohio—Parker Hannifin Corporation (NYSE: PH) announced today that on February 9, 2004, it received clearance under Chapter 5 of the Austrian Cartel Act of 1988 from the Austrian Cartel Court with respect to Parker's tender offer to purchase all of the outstanding A Ordinary Shares, £8.00 par value per share, as well as all of the Ordinary Shares, \$0.01 par value per share, including those Ordinary Shares represented by American Depositary Shares, outstanding at any time during the offer, of Denison International plc (Nasdaq: DENHY) for \$24.00 per share in cash without interest. Consequently, Parker has obtained all of the required regulatory approvals with respect to the offer and expects to close the tender offer on the expiration date.

The offer, unless extended or terminated, is scheduled to expire at 8:00 a.m., New York City time, on Thursday, February 12, 2004. Holders of Denison shares may tender or withdraw their shares until 8:00 a.m., New York City time, on Thursday, February 12, 2004, unless the offer is extended or earlier terminated. If the offer is extended, Parker will issue a news release no later than 9:00 a.m., New York City time, on the business day after the day on which the offer was previously scheduled to expire.

As of 4:00 p.m., New York City time, on February 9, 2004, approximately 6,639 A Ordinary Shares and approximately 9,359,791 Ordinary Shares, including those Ordinary Shares represented by American Depositary Shares, were validly tendered and not withdrawn. Of the 9,359,791 Ordinary Shares tendered in the offer, 2,000 Ordinary Shares (including those Ordinary Shares represented by American Depositary Shares) were tendered pursuant to guaranteed delivery procedures. These total amounts represent approximately 95% of Denison's outstanding A Ordinary Shares on a fully diluted basis and approximately 89% of Denison's Ordinary Shares, including those Ordinary Shares represented by American Depositary Shares, on a fully diluted basis. As of February 9, 2004, 586,734 Ordinary Shares were subject to the exercise of outstanding options. Assuming all of these options were exercised and the underlying Ordinary Shares were tendered into the offer as of 4:00 p.m., New York City time, on February 9, 2004, the total number of Ordinary Shares, including those Ordinary Shares represented by American Depositary Shares, tendered into the offer would be 9,946,525, representing approximately 94% of the Ordinary Shares, including those Ordinary Shares represented by American Depositary Shares, on a fully diluted basis.

With annual sales exceeding \$6 billion, Parker Hannifin is the world's leading diversified manufacturer of motion and control technologies and systems, providing precision-engineered solutions for a wide variety of commercial, mobile, industrial and aerospace markets. The company employs more than 46,000 people in 44 countries around the world. Parker has increased its annual dividends paid to shareholders for 47 consecutive years, among the top five longest-running dividend-increase records in the S&P 500 index. For more information, visit the company's web site at [www.parker.com](http://www.parker.com), or its investor information site at [www.phstock.com](http://www.phstock.com).

*Forward-Looking Statements:*

Parker Hannifin:

Forward-looking statements contained in this and other written and oral reports are made based on known events and circumstances at the time of release, and as such, are subject in the future

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

SOURCE: Parker Hannifin Corporation

Media, Lorrie Paul Crum, VP – Corp. Communications, +1-216-896-2750, or after hours, +1-330-666-4196, or [lcrum@parker.com](mailto:lcrum@parker.com), or Financial Analysts, Pamela Huggins, VP & Treasurer, +1-216-896-2240, or [phuggins@parker.com](mailto:phuggins@parker.com), both of Parker Hannifin Corporation.