

TECHNITROL INC  
Form 10-Q/A  
December 05, 2008

**UNITED STATES**

**SECURITIES & EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q**

The Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the three months ended March 28, 2008, 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 No. 1-5375

**TECHNITROL, INC.**

(Exact name of registrant as specified in its Charter)

PENNSYLVANIA  
(State or other jurisdiction of incorporation or organization)

23-1292472  
(IRS Employer Identification Number)

1210 Northbrook Drive, Suite 470

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Trevoze, Pennsylvania  
(Address of principal executive offices)

19053  
(Zip Code)

Registrant's telephone number, including area code: 215-355-2900

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 the filing requirements for at least the past 90 days.

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Act)

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of May 2, 2008:

40,924,768

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**Explanatory Note**

This Amendment No. 1 to Technitrol, Inc.'s Quarterly Report on Form 10-Q for the three months ended March 28, 2008, filed with the Securities and Exchange Commission on May 7, 2008 (the "Form 10-Q") is being filed solely to provide corrected certifications pursuant to Exchange Act 13a-14(a) by inserting the statutory reference to internal control over financial reporting that was inadvertently omitted from the introductory sentence of paragraph 4 of the certifications previously filed as Exhibits 31.1 and 31.2 to the Form 10-Q.

There have been no changes from the original Form 10-Q other than described above. This Amendment No. 1 does not reflect events occurring after the original filing of the Form 10-Q, or modify or update in any way disclosures made in the Form 10-Q.

**Signatures**

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.

Technitrol, Inc.  
(Registrant)

December 5, 2008  
(Date)

/s/ Drew A. Moyer  
Drew A. Moyer  
Senior Vice President and Chief Financial Officer  
  
(duly authorized officer, principal financial officer)