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APPLIED INDUSTRIAL TECHNOLOGIES INC
Form 8-K
April 25, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 20, 2005

APPLIED INDUSTRIAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

OHIO ----	1-2299 -----	34-0117420 -----
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Applied Plaza, Cleveland, Ohio 44115

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (216) 426-4000.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On April 20, 2005, the Executive Organization & Compensation Committee of Applied's Board of Directors amended the Non-Statutory Stock Option Award Terms and Conditions applicable to awards previously made to outside directors. The original form was attached as Exhibit 10 to our Form 8-K filed on January 21, 2005.

The amended form, attached as Exhibit 10 to this Form 8-K, changes the

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period within which an outside director may exercise his or her stock options after ceasing to be a director to three years (within the option term), consistent with the post-retirement option exercise period permitted to officers.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (c) Exhibit 10. Form of Non-Statutory Stock Option Award Terms and Conditions (Directors).

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.

APPLIED INDUSTRIAL TECHNOLOGIES,
INC.
(Registrant)

By: /s/ Fred D. Bauer

Fred D. Bauer
Vice President-General Counsel
& Secretary

Date: April 25, 2005

EXHIBIT INDEX

Exhibit No. -----	Description -----
10	Form of Non-Statutory Stock Option Award Terms and Conditions (Directors)