

Edgar Filing: PARKER HANNIFIN CORP - Form 4

PARKER HANNIFIN CORP

Form 4

April 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

DENNIS, DANA A
 6035 PARKLAND BOULEVARD
 CLEVELAND, OH 44124
 USA

2. Issuer Name and Ticker or Trading Symbol

PARKER-HANNIFIN CORPORATION
 PH

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

March 31, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

VICE PRESIDENT AND CONTROLLER

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				4,765.167 (1)
Common Stock	8/08/01	A(2)V	1,753	2,556
Common Stock	3/11/02	S	100	2,556

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
						Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Phantom Stock Units	1-for-1									
Option to Buy	\$44.420	8/08/01	A	V	3,500	A	8/08/02	8/07/11	Common Stock	3,500 (4)
Option to Buy	\$44.420	8/08/01	A	V	3,500	A	8/08/03	8/07/11	Common Stock	3,500 (4)

Explanation of Responses:

(1) Parker Retirement Savings Plan, as of December 31, 2001, the latest date for which information is available.

(2) Award of restricted stock under the Corporation's 1993 Stock Incentive Program in a transaction exempt under Rule 16b-3.

(3) Savings Restoration Plan, as of December 31, 2001, the latest date for which information is available.

(4) Granted under the Corporation's 1993 Stock Incentive Program in a transaction exempt under Rule 16b-3.

(5) In addition to the options reported hereon, Mr. Dennis also owns 18,030 additional options which were granted pursuant to the Corporation's 1993 Stock Incentive Program, at various exercise prices and expiration dates, as previously reported.

SIGNATURE OF REPORTING PERSON

Thomas L. Meyer, Attorney-in-Fact

DATE

April 10, 2002