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TECHNITROL INC
Form S-8 POS
April 19, 2002

As filed with the Securities
and Exchange Commission on April
19, 2002.

Registration File No. 333-85271

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TECHNITROL, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania 23-1292472
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

1210 Northbrook Drive
Suite 385
Trevose, PA 19053
(215) 355-2900
(Address, including zip code, of principal executive offices)

TECHNITROL, INC. EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the plan)

Drew A. Moyer
Corporate Controller and Secretary
1210 Northbrook Drive
Suite 385
Trevose, PA 19053
(215) 355-2900
(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Ann Marie Janus, Esq.
Technitrol, Inc.
1210 Northbrook Drive
Suite 385
Trevose, PA 19053
(215) 355-2900

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Proposed Maximum Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(1) | Aggregate Offering Price(1) | A | R |
|--|---|--|-----------------------------|---|----|
| Common Stock, par value \$.125 per share | 0 shares | \$0 | \$0 | | \$ |

(1) No shares are to be registered pursuant to this post-effective amendment.

This Post-Effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-8, Commission File No. 333-85271, filed on August 16, 1999 (the "Registration Statement"), is filed as of April 19, 2002.

All securities registered on the Registration Statement have been sold pursuant to the Technitrol, Inc. Employee Stock Purchase Plan. The purpose of this Amendment is to terminate the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Technitrol, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Trevose, Pennsylvania on April 19, 2002.

Technitrol, Inc.

By: /s/ James M. Papada, III

James M. Papada, III
Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed by the following persons in the capacities and as of the dates indicated:

| Signature | Title | Date |
|---|---|----------------|
| /s/ James M. Papada, III ----- James M. Papada, III | Chairman of the Board, President and Chief Executive Officer | April 19, 2002 |
| /s/ Albert Thorp, III ----- Albert Thorp, III | Vice President of Finance and Chief Financial Officer | April 19, 2002 |
| /s/ Drew A. Moyer ----- Drew A. Moyer | Corporate Controller and Secretary | April 19, 2002 |

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| | | |
|---|-----------------|-----------------------|
| <p>* ----- Stanley E. Basara</p> | <p>Director</p> | <p>April 19, 2002</p> |
| <p>* ----- John E. Burrows, Jr.</p> | <p>Director</p> | <p>April 19, 2002</p> |
| <p>----- Rajiv L. Gupta</p> | <p>Director</p> | |
| <p>* ----- J. Barton Harrison</p> | <p>Director</p> | <p>April 19, 2002</p> |
| <p>----- David H. Hofmann</p> | <p>Director</p> | |
| <p>* ----- Graham Humes</p> | <p>Director</p> | <p>April 19, 2002</p> |
| <p>* ----- Edward M. Mazze</p> | <p>Director</p> | <p>April 19, 2002</p> |
| <p>----- C. Mark Melliar-Smith</p> | <p>Director</p> | |

* Drew A. Moyer, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons.

By: /s/ Drew A. Moyer

Drew A. Moyer
Attorney-in-fact

EXHIBIT INDEX

The following exhibit is filed as part of this Amendment:

| Exhibit Number ----- | Description ----- |
|-------------------------|--|
| <p>24</p> | <p>Power of Attorney authorizing the signing of the Post-Effective Amendment No. 1 to the Registration Statement and amendments thereto on behalf of the Registrant's directors.</p> |