FEDERAL SIGNAL CORP /DE/

Form 4

February 23, 2009

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Janek David E

2. Issuer Name and Ticker or Trading

Issuer

Symbol

FEDERAL SIGNAL CORP /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[fss]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Other (specify _X__ Officer (give title

(Month/Day/Year)

below)

1415 WEST 22ND STREET, SUITE 02/20/2009

Vice President and Controller

6. Individual or Joint/Group Filing(Check

1100

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

OAK BROOK, IL 60523

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or			or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	•	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	` '	
			Code V	Amount	(D)	Price	(msu. 5 und 1)		
Common Stock	02/20/2009		A	5,700 (1)	A	\$0	20,300 (2)	D	
Common Stock	02/20/2009		A	5,000 (3)	A	\$0	25,300 (2)	D	
Common Stock							1,500	I	Spouse's IRA
Common Stock							1,201.894	I	401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.68	02/20/2009		A	18,100	<u>(4)</u>	02/20/2019	Common Stock	18,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Janek David E 1415 WEST 22ND STREET SUITE 1100 OAK BROOK, IL 60523

Vice President and Controller

Signatures

Jennifer L. Sherman, attorney-in-fact for David Janek

02/23/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This represents a restricted stock award. All 5,700 shares vest on 2/20/2012.
- (2) Some shares are subject to restrictions and forfeiture under Company Stock Benefit Plan.
- (3) This represents a restricted stock award. All 5,000 shares vest on 4/1/2010.
- (4) Option is exercisable as to 6,034 shares on 2/20/2010, 6,033 shares on 2/20/2011 and the remaining 6,033 shares on 2/20/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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