

FEDERAL SIGNAL CORP /DE/  
Form 8-K  
December 11, 2008

**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): December 5, 2008**

**Federal Signal Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-6003  
(Commission File  
Number)

36-1063330  
(IRS Employer  
Identification No.)

1415 W. 22nd Street, Oak Brook, Illinois  
(Address of principal executive offices)

60523  
(Zip Code)

(630) 954-2000

(Registrant's telephone number, including area code)

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:

- 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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On December 5, 2008, the Board of Directors of Federal Signal Corporation (the Company ) approved an amendment to Section 2.13 of the Company s Amended and Restated Bylaws effective immediately. The Amended and Restated Bylaws of the Company, as amended to date (the Bylaws ), are filed as Exhibit 3.b. attached hereto. Section 2.13 of the Bylaws, as amended, provides for election of directors by a majority of the votes cast for each director. Previously, directors were elected by a plurality of the vote.

The Board of Directors has also adopted a director resignation policy relating to the majority voting provision of the Bylaws pursuant to which each incumbent director will execute and deliver to the Company an advance irrevocable resignation that will be effective in the event that such incumbent director fails to receive more total votes cast for his or her election than total withhold votes. In this event, under the director resignation policy, the Nominating and Governance Committee will recommend to the Board of Directors the action to be taken with respect to such director s contingent resignation and the Board of Directors will take action on the Committee s recommendation no later than 180 days following the date of the stockholders meeting at which the election occurred. Following the Board of Director s action, the Company will publicly disclose the Board s decision including an explanation of the process by which the decision was made and, if applicable, the Board s reason or reasons for rejecting the tendered resignation.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.b. Amended and Restated By-Laws of Federal Signal Corporation, as further amended December 5, 2008

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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.

FEDERAL SIGNAL CORPORATION

Dated: December 11, 2008

By: /s/ William Barker  
William Barker  
Senior Vice President and Chief  
Financial Officer