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TECHNITROL INC  
Form S-3MEF  
April 10, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 10, 2002  
REGISTRATION NO. 333-

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

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FORM S-3  
REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

23-1292472  
(I.R.S. Employer  
Identification No.)

1210 NORTHBROOK DRIVE  
SUITE 385  
TREVOSE, PA 19053  
(215) 355-2900

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

-----  
DREW A. MOYER  
CORPORATE CONTROLLER AND SECRETARY  
1210 NORTHBROOK DRIVE  
SUITE 385  
TREVOSE, PA 19053

(215) 355-2900

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

-----  
Copies to:

JOHN F. DOUGHERTY, JR., ESQUIRE  
ERIC D. SCHOENBORN, ESQUIRE  
STRADLEY, RONON, STEVENS & YOUNG, LLP  
2600 ONE COMMERCE SQUARE  
PHILADELPHIA, PENNSYLVANIA 19103-7098  
(215) 564-8000(T)  
(215) 564-8120(F)

BABAK YAGHMAIE, ESQUIRE  
ADAM M. DINOW, ESQUIRE  
WILSON SONSINI GOODRICH & ROSATI,  
PROFESSIONAL CORPORATION  
12 EAST 49TH STREET, 30TH FLOOR  
NEW YORK, NEW YORK 10017  
(212) 999-5800(T)  
(212) 999-5899(F)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] Registration No. 333-81286

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of this prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF CLASS OF SECURITIES TO BE REGISTERED -----	AMOUNT TO BE REGISTERED -----	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) (2) -----	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) -----
Common Stock, \$.125 par value per share.....	1,058,000	\$22.93	\$24,259,940

(1) Estimated solely for the purpose of determining the registration fee.

(2) Pursuant to Rule 457(c), the average of the high and low prices per share of the Common Stock reported on the New York Stock Exchange on April 10, 2002 has been used to determine the registration fee.

(3) Registrant filed a registration statement (Registration No. 333-81286) on January 24, 2002 with a Proposed Maximum Aggregate Offering Price of \$175,500,000 and paid a filing fee of \$16,146 pursuant to Rule 457(o) promulgated under the Securities Act of 1933, as amended. On March 14, 2002, the

Registrant filed an amendment to such Registration Statement registering 5,290,000 shares of Common Stock resulting in a Proposed Maximum Aggregate Offering Price of \$123,997,600 and applied \$11,408 of the initial filing fee for payment of such filing fee which was calculated under Rule 457(c). Due to the initial overpayment, Registrant has a credit of \$4,738 that it is applying to this filing fee and no further payment is being made in connection with this filing.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3

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(Registration No. 333-81286) filed by Technitrol, Inc. with the Securities and Exchange Commission on January 24, 2002, as amended, which was declared effective on April 10, 2002, including the exhibits thereto and any prospectuses and prospectus supplements filed pursuant thereto in accordance with Rule 424 promulgated under said Securities Act, are hereby incorporated herein by reference. We are hereby filing this Registration Statement for the sole purpose of increasing the aggregate amount of common stock issuable by 1,058,000 shares.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Trevese, Commonwealth of Pennsylvania, on April 10, 2002.

TECHNITROL, INC.

By: /s/ Drew A. Moyer  
 -----  
 Drew A. Moyer  
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name -----	Title -----	
* ----- James M. Papada, III	Chairman, President and Chief Executive Officer (Principal Executive Officer)	April 10,
* ----- Albert Thorp, III	Vice President - Finance and Chief Financial Officer (Principal Financial Officer)	April 10,
/s/ Drew A. Moyer ----- Drew A. Moyer	Corporate Controller and Secretary (Principal Accounting Officer)	April 10,
* ----- David H. Hofmann	Director	April 10,
* ----- J. Barton Harrison	Director	April 10,
* ----- Graham Humes	Director	April 10,

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*	Director	April 10,
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Edward M. Mazze		
*	Director	April 10,
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Stanley E. Basara		
*	Director	April 10,
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John E. Burrows, Jr.		
*	Director	April 10,
-----		
Rajiv L. Gupta		
*	Director	April 10,
-----		
C. Mark Melliar-Smith		
*By: /s/ Drew A. Moyer		
-----		
Drew A. Moyer		
As Attorney-In-Fact		

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----
5	Opinion of Stradley, Ronon, Stevens & Young LLP
23.1	Consent of KPMG LLP
23.2	Consent of Stradley, Ronon, Stevens & Young LLP (included in Exhibit 5)
24	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form S-3 dated January 24, 2002, File Number 333-81286).