

FEDERAL SIGNAL CORP /DE/  
Form 8-K  
February 17, 2009

**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): February 16, 2009**

**Federal Signal Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-6003  
(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))
-

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

(a) On February 16, 2009, 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, previously provided for election of directors by a majority of the votes cast for each director. The amendment adds that directors shall be elected by a plurality of the votes cast at any meeting of stockholders if the number of nominees competing for election exceeds the number of directorships available for election at such meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.b. Amended and Restated By-Laws of Federal Signal Corporation, as further amended February 16, 2009

---

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: February 17, 2009

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