

STRATTEC SECURITY CORP  
Form S-8  
February 14, 2007

Registration No. \_\_\_\_\_

As filed with the Securities and Exchange Commission on February 14, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**STRATTEC SECURITY CORPORATION**  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State of Incorporation)

39-1804239  
I.R.S. Employer I.D. No.

3333 West Good Hope  
Road  
Milwaukee, Wisconsin  
(Address of Principal  
Executive Offices)

53209  
(Zip Code)

**AMENDED AND RESTATED STRATTEC SECURITY CORPORATION STOCK INCENTIVE PLAN**  
(Full title of the plan)

Patrick J. Hansen  
Senior Vice President, Chief Financial Officer, Treasurer and Secretary  
STRATTEC SECURITY CORPORATION  
3333 West Good Hope Road  
Milwaukee, Wisconsin 53209  
(Name and address of agent for service)

(414) 247-3333  
(Telephone number, including area code,  
of agent for service)

**CALCULATION OF REGISTRATION FEE**

| Title of Securities<br>to be Registered | Amount to be<br>Registered | Proposed<br>maximum offering<br>price<br>per share | Proposed<br>maximum<br>aggregate offering<br>price (3) | Amount of<br>fee |
|---|----------------------------|--|--|------------------|
|   |                            |  |  |                  |

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|                               |                    |                |                    |          |
|-------------------------------|--------------------|----------------|--------------------|----------|
| Common Stock,                 | 100,000 shares (1) | \$45.83 (2)(3) | \$4,583,000 (2)(3) | \$490.38 |
| \$0.01 par value per<br>share |                    |                |                    | (2)(3)   |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that become issuable under the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of any consideration by STRATTEC SECURITY CORPORATION (the "Registrant") and results in any increase in the number of shares of the Registrant's Common Stock outstanding.

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- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. In accordance with Rules 457(c) and 457(h), the computation is based on the average of the high and low prices of the Common Stock as reported on The NASDAQ Stock Market on February 12, 2007.
- (3) The actual offering price will be determined in accordance with the terms of the Plan.

**[Cover page 2 of 2 pages]**

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PART II - INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statements on Form S-8 (Registration Nos. 333-4300, 333-31002 and 333-103219) effective April 29, 1996, February 24, 2000 and February 14, 2003 are incorporated by reference and made a part hereof.

Item 8. Exhibits.

See Exhibit Index.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on February 14, 2007.

## STRATTEC SECURITY CORPORATION

BY /s/ Harold M. Stratton II  
 Harold M. Stratton II, Chairman, President and  
 Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Harold M. Stratton II and Patrick J. Hansen, and each of them individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that either said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

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

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>       |
|---|--|-------------------|
| <u>/s/ Harold M. Stratton II</u><br>Harold M. Stratton II | Chairman of the Board,<br>President, Chief Executive<br>Officer and Director<br>(Principal Executive<br>Officer) | February 13, 2007 |
| <u>/s/ Patrick J. Hansen</u><br>Patrick J. Hansen         | Senior Vice President,<br>Chief Financial Officer,<br>Treasurer and Secretary<br>(Principal Financial Officer)   | February 13, 2007 |
| <u>/s/ Frank J. Krejci</u><br>Frank J. Krejci             | Director   | February 13, 2007 |
| <u>/s/ Michael J. Koss</u><br>Michael J. Koss             | Director   | February 13, 2007 |
|   | Director   | February 13, 2007 |

/s/ Robert

Feitler

Robert Feitler

/s/ David R.

Zimmer

David R. Zimmer

Director

February 13, 2007

INDEX TO EXHIBITS

| <u>Exhibit</u><br><u>No.</u> | <u>Description</u>  |
|------------------------------|---|
| 4.1(1)                       | Amended and Restated Articles of Incorporation of the Company   |
| 4.2(2)                       | By-Laws of the Company  |
| 4.3(3)                       | Promissory note dated as of November 1, 2006 by and between the Company and M&I Bank                        |
| 5.1                          | <u>Opinion of Reinhart</u> Boerner Van Deuren s.c. as to the legality of the common stock being registered. |
| 23.1                         | <u>Consent of Grant Thornton LLP</u>  |
| 24                           | Power of Attorney*  |

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\* Incorporated by reference to the signature page of this Registration Statement.

(1) Incorporated by reference from Amendment No. 2 to the Form 10 filed on February 6, 1995.

(2) Incorporated by reference from the Form 8-K filed on October 7, 2005.

(3) Incorporated by reference from the December 31, 2006 Form 10-Q filed on February 1, 2007.