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PARKER HANNIFIN CORP

Form 4 September 06, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

(Print or Type Responses)

1. Name and Addro			er Name and ER-HANNIF		Person(s) to Issuer (C X Director 10% Owner X Officer (s Other (spec	to Issuer (Check all applicable)					
(Last)	(First) (Middle		S. Identification				atement for	7. Individua	7. Individual or Joint/Group Filing		
6035 PARKLAND	BOULEVARD	8					th/Year ust 29, 2002	X Form file Person			
CLEVELAND, OF	(Street) I 44124-4141	Date of					Amendment, of Original th/Day/Year) Form filed by More than One Reporting Person				
(City)	(State) (Zip)	-	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	3. Trans- action Co (Instr. 8) Code	de V	4. Securities Disposed of (Instr. 3, 4 & Amount	D) 5)		or rice	5. Amount of Securities Beneficially Owned at	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Year)	Code	7 mount		or (D)			End of Month (Instr. 3 & 4)	(Instr. 4)		
Common Stock								306.415 <u>(1)</u>	I	(1)	
Common Stock	8/29/02	G	V	249	D			107,025	D		

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

(Over) SEC 1474

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)														
1. Title of	2. Conver-	3. Trans-	4.	_	5. Num	ber	6. Date Exercisable		7. Title and		8. Price of	9. Number	10.	11. Nature
Derivative	sion or	action	Trans	-	of		and Expiration		Amount of		Derivative	of	Owner-	of Indirect
Security	Excercise	Date	action	1	Derivat		Date		Underlying		Security	Derivative	ship	Beneficial
	Price of		Code	ode Securities			(Month/Day/		Securities		(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/	Acquired			ed	Year)		(Instr. 3 & 4)			Beneficially	of Deriv-	(Instr. 4)
	Security	Day/	(Instr. (A) or							Owned at	ative			
		Year)	8) Disposed							End of	Security:			
				of (D)							Month	Direct		
												(Instr. 4)	(D)	
			(Instr. 3,		3, 4						(1115411 1)	or		
					& 5)								Indirect	
			Code	V		(D)	Date	Expira-	Title	Amount			(I)	
			Couc	 	(11)	` /		tion	11110	or			(Instr. 4)	
								Date		Number				
								Date		of				
										Shares				
Phantom	1-for-1									Shares		2,609.798(2)	Ī	(2)
Stock Units												2,009.798	1	(2)
Option to	\$39.84	8/07/02	Α	V	34,850		8/07/03		Common	34,850	(3)	34,850 <u>(4)</u>	D	
Buy									Stock					
Option to	\$39.84	8/07/02	Α	V	34,850		8/07/04	8/06/12	Common	34,850	(3)	34,850(4)	D	
Buy	φυνίο.	0,0,,02	1.		.,000		0,0,,0.	0,00,12	Stock	2 .,020	(5)	2 1,000(1)		
							_							

Explanation of Responses:

(4) In addition to the options reported hereon, Mr. Sullivan owns 251,090 additional options which were granted pursuant to the Corporation's 1993 Stock Incentive Program, at various exercise prices and expiration dates, as previously reported.

Thomas L. Meyer, Attorney-in-Fact
**Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

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⁽¹⁾ Parker Retirement Savings Plan, as of August 29, 2002.

⁽²⁾ Savings Restoration Plan, as of August 29, 2002.

⁽³⁾ Granted under the Corporation's 1993 Stock Incentive Program in a transaction exempt under Rule 16b-3.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).