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TECHNITROL INC  
Form 10-K/A  
April 09, 2002

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

FORM 10-K/A  
Amendment No. 1

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 29, 2000

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-5375

TECHNITROL, INC.  
(Exact name of registrant as specified in Charter)

PENNSYLVANIA  
(State of Incorporation)

23-1292472  
(IRS Employer Identification Number)

1210 Northbrook Drive, Suite 385, Trevose, Pennsylvania 19053  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 215-355-2900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each Exchange on which registered
Common Stock	
par value \$.125 per share	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for at least the past 90 days.

YES

NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of voting stock held by non-affiliates as of February 23, 2001 is \$1,075,021,000 computed by reference to the closing price on the New York Stock Exchange on such date.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of February 23, 2001.

Title of each class	Number of shares outstanding February 23, 2001
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Common stock  
par value \$.125 per share

33,226,996

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This Amendment to the Annual Report on Form 10-K for the fiscal year ended December 29, 2000 of Technitrol, Inc. ("Technitrol") is being filed by Technitrol solely to amend the signature page thereto so that it complies with the guidelines promulgated by the U.S. Securities and Exchange Commission.

The signature page is hereby amended and restated as filed herewith.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TECHNITROL, INC.

By /s/James M. Papada, III  
-----  
James M. Papada, III  
Chairman of the Board of Directors,  
Chief Executive Officer and President

Date April 8, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/James M. Papada, III  
-----  
James M. Papada, III  
Chairman of the Board of Directors,  
Chief Executive Officer and President  
(Principal Executive Officer)

Date April 8, 2002

By /s/Albert Thorp, III  
-----  
Albert Thorp, III  
Vice President - Finance and  
Chief Financial Officer  
(Principal Financial Officer)

Date April 8, 2002

By /s/Drew A. Moyer  
-----  
Drew A. Moyer  
Corporate Controller and Secretary  
(Principal Accounting Officer)

Date April 8, 2002

By /s/Graham Humes  
-----  
Graham Humes  
Director

Date April 8, 2002

By  
-----  
Stanley E. Basara

By /s/Edward M. Mazze  
-----  
Edward M. Mazze  
Director

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Director	Date April 8, 2002
Date April 8, 2002	By _____
By /s/John E. Burrows, Jr. ----- John E. Burrows, Jr. Director	C. Mark Melliar-Smith Director
Date April 8, 2002	Date April 8, 2002
By /s/Rajiv L. Gupta ----- Rajiv L. Gupta Director	By /s/J. Barton Harrison ----- J. Barton Harrison Director
Date April 8, 2002	Date April 8, 2002
	By /s/David H. Hofmann ----- David H. Hofmann Director
	Date April 8, 2002