

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): October 27, 2004

ACTUANT CORPORATION  
(Exact name of registrant as specified in its charter)

Wisconsin 1-11288 39-0168619  
(State or other (Commission File Number) (IRS Employer  
jurisdiction of incorporation Identification No.)

6100 North Baker Road  
Milwaukee, WI 53209

Mailing address: P.O. Box 3241, Milwaukee, Wisconsin 53201

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (414) 352-4160

N/A  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Principal Officers; Election of  
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Directors; Appointment of Principal Officers.  
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Larry Yost was appointed to the Board of Directors and to the Compensation Committee and the Nominating and Corporate Governance Committee of the Board, effective October 27, 2004. Mr. Yost recently retired from ArvinMeritor, Inc. where he held the positions of Chief Executive Officer and Chairman of the Board.

Item 5.03 Amendments to Articles of Incorporation of Bylaws; Change in  
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Fiscal Year  
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On October 27, 2004, the Board voted to amend Section 3.01 of the Bylaws of the corporation to increase the size of the Board to ten members and Section 3.04 of the Bylaws to allow special meetings of the Board to be called by the Secretary of the corporation at the request of any member of the Board of Directors or by the Chairman or the President of the corporation rather than solely by the Chairman or the President of the corporation. The amendment was effective upon its adoption by the Board.

Item 9.01 Financial Statements and Exhibits  
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3.1 Amendment No. 2 to Actuant Corporation Amended and Restated  
Bylaws

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 hereunto duly authorized.

ACTUANT CORPORATION

Date: November 2, 2004

/S/ Andrew G. Lampereur

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Name: Andrew G. Lampereur  
Title: Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
3.1	Amendment No. 2 to Actuant Corporation Amended and Restated Bylaws

Exhibit 3.1

Amendment No. 2 to Actuant Corporation Amended and Restated Bylaws

The following amendments to the Actuant Corporation Amended and Restated Bylaws have been approved by the Board of Directors and are effective as of October 27, 2004:

- 1) The second sentence of Section 3.01 is hereby deleted in its entirety and replaced by the following: "The number of directors of the corporation shall be ten (10)."
- 2) The first sentence of Section 3.04 is hereby deleted in its entirety and replaced by the following: "Special meetings of the Board of Directors may be called by the Secretary of the corporation at the request of any member of the Board of Directors or by the Chairman or the President of the corporation."