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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response ..

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print of Type Responses)											
1. Name and Address of Reporting Perso SOVEY WILLIAM	2. Issuer Name an ACTUANT CO			ing Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director 10% Owner					
(Last) (First) 6100 NORTH BAKER ROAD		3. Date of Earliest 7 09/07/2004	ransaction	(Mon	th/Day/Y	ear)		Officer (give title below)O	Other (specify be	low)	
^(Street) MILWAUKEE, WI 53209		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	Code		(A) or Disposed of (D)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership of Indired	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security (Instr. 3) 2. Obversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities 8. Price of Derivative Securities 9. Number of Derivative Securities 10. Derivative Securities 11. Nature of Indirect Securities Vertice of Derivative Securities 3. Transaction (Instr. 3) 3. Transaction Derivative Securities 3. Price of Derivative Securities 9. Number of Derivative Securities 10. Derivative Securities 11. Nature of Indirect Securities Vertice of Derivative Securities 1. Month/Day/Year) 4. 5. 5. 6. Date Exercisable of (D) (Instr. 3) 7. Title and Amount of Underlying 8. Price of Derivative Securities 9. Number of Derivative Securities 10. Omversite Or Indirect Porivotice Vertice of Derivative Securities 3. Transaction (Instr. 4) 4. 5. 6. Date Exercisable of (D) (Instr. 3) 7. Title and Amount (Instr. 4) 8. Price of Derivative (Instr. 4) 9. Number of Derivative (Instr. 4) 10. 10. 9. Transaction(S) (Instr. 4) 10. 10. 9. Suberly (Instr. 4) 9. Number Or Indirect Securities 10. 10. 10.	(e.g., puts, calls, warrants, options, convertible securities)															
Security (Instr. 3) or Exercise Price of Derivative Security (Month/Day/Year) any (Month/Day/Year) Code (Instr. 8) of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Month/Day/Year) Securities Securities Securities (Instr. 3 and 4) Securities Security Securities Beneficially Owned Following (Instr. 4) Beneficial Ownership (Instr. 4) Phantom \$\$ 0.(2) 00/07/2004 \$\$ 0.(2) 0.(2) 0.(2) 0.(2)	1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
(Instr. 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3 and 4) (Instr. 5) Beneficially Owned Following Reported Transaction(s) Derivative Security: Direct (D) or Indirect (I) (Instr. 4) Ownership (Instr. 4) Phantom \$\$ 0.(2) 00/07/2004 A 256 (I) (I) Class A Common \$\$ 256 \$\$ 28.02 256 \$\$ Derivative Security: Direct (D) or Indirect (I) Derivative Security: Direct (D) or Indirect (I) Derivative Security: Direct (D) or Indirect (I) Ownership (Instr. 4)	Derivative	Conversion	Date	Execution Date, if	Transact	tion	Numb	ber	and Expirati	on Date	of Underlyin	ng	Derivative	Derivative	Ownership	of Indirect
$\begin{array}{ c c c c c c c c c c c c c c c c c c c$	Security	or Exercise					of		(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
$\begin{array}{ c c c c c c c c c c c c c c c c c c c$	· · · · · · · · · · · · · · · · · · ·			(Month/Day/Year)	(Instr. 8)						(Instr. 3 and	4)	· /	2		
$\begin{array}{ c c c c c c c } \hline Phantom & s \ o \ (2) & 00/07/2004 \end{array} \qquad $															-	(Instr. 4)
$\frac{\left \begin{array}{c c c c c c c c c c c c c c c c c c c$		Security					· ·							0		
$\begin{array}{ c c c c c c c } \hline \hline & & & & & & & & & & & & & & & & & $							· · ·									
$\begin{array}{c c c c c c c c c c c c c c c c c c c $							•									
$\begin{array}{ c c c c c c c c }\hline \hline & & & & & & & & & & & & & & & & & &$														(Instr. 4)	(Instr. 4)	
$\begin{array}{ c c c c c c c c c c c c c c c c c c c$							· ·									
Phantom \$ 0.20 00/07/2004 A 256 (1) Class A Class A							i, uno)	· · · · · · · · · · · · · · · · · · ·							
Phantom s. o. (2) Op/07/2004 A 256 (1) Class A Class A																
Phantom \$ 0.(2) 00/07/2004 A 256 (1) Class A Class A									Date	Expiration	Tida	-				
Phantom \$\$ 0.(2) 00/07/2004 A 256 (1) Class A Class A 256 D									Exercisable	Date	Titte					
Phantom s o (2) 00/07/2004 A 256 (1) (1) Class A Class A 256 S 38 02 256 D					Code	v	(4)	ന				-				
Phantom s o (2) 00/07/2004 A 256 (1) (1) Common 256 \$ 28.02 256 D					Code	v	(11)	(D)				Shares				
(0)/(7/200)	Phantom										Class A					
			09/07/2004		Α		256		(1)	<u>(1)</u>	Common	256	\$ 38.92	256	D	
Stock Stock	Stock 1										Stock					

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
SOVEY WILLIAM 6100 NORTH BAKER ROAD MILWAUKEE, WI 53209	Х						

Signatures

Eric Orsic, as Attorney-in-Fact 09/08/2004 **Signature of Reporting Person Date

Explanation of Responses:

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

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

(2) The phantom stock is convereted 1 for 1 into shares of Class A Common Stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

⁽¹⁾ Pursuant to the Outside Directors' Deferred Compensation Plan, the phantom stock units are settled in stock generally following the director's termination of service.