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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 13, 2006**

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**ACTUANT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**1-11288**  
(Commission File Number)

**39-0168619**  
(IRS Employer  
Identification No.)

**6100 North Baker Road**  
**Milwaukee, WI 53209**

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

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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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws: Change in Fiscal Year

On July 7, 2006, at a special meeting of shareholders of the Company, the shareholders of the Company, upon the recommendation of the Company's Board of Directors, approved an amendment to the Company's Articles of Incorporation to increase number of shares of common stock authorized from 42,000,000 to 84,000,000. As a result of this shareholder approval, the Company filed Articles of Amendment to the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Wisconsin on July 13, 2006. A copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation

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**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: July 18, 2006

/s/ Andrew G. Lampereur

Name: Andrew G. Lampereur

Title: Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

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**Exhibit No.**

**Description**

3.1

Articles of Amendment to Articles of Incorporation

Sec. 180 1006  
Wis. Stats

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services

**ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION**

A. The present corporate name (prior to any change effected by this amendment) is:

Actuant Corporation

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

Section 3.1(a) of Article III of the Company's Restated Articles of Incorporation be amended to read as follows:

“(a) Class A Common Stock, 84,000,000 shares of Class A Common Stock, having a par value of \$.20 per share.”

STATE OF WISCONSIN  
FILED  
JUL 13 2006  
DEPARTMENT OF  
FINANCIAL  
INSTITUTIONS

**FILING FEE - \$40.00** See instructions, suggestions and procedures on following pages.

Use of this form is voluntary.

STATE OF WISCONSIN  
FILED  
JUL 13 2006  
DEPARTMENT OF  
FINANCIAL  
INSTITUTIONS

B. Amendment(s) adopted by the Board of Directors on July 7, 2006.

(Indicate the method of adoption by checking  the appropriate choice below.)

In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on July 7, 2006  
(Date)

\_\_\_\_\_  
/s/ Timothy J. Teske

(Signature)

Title:  President  Secretary  
or other officer title Corporate Controller

\_\_\_\_\_  
Timothy J. Teske

(Printed name)

This document was drafted by Emily Sturges, McDermott, Will & Emery  
(Name the individual who drafted the document)

**INSTRUCTIONS** (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- Your **return address** and **phone number** during the day:

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., “Resolved, that Article 1 of the articles of incorporation be amended to read: ..... (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders – Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors – Before issuance of shares – See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

**FILING FEE - \$40.00.**