

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

WISCONSIN
(State or other jurisdiction of
incorporation of organization)

39-0168610
(I.R.S. Employer
Identification No.)

**13000 West Silver Spring Drive
Butler, Wisconsin 53007**
Mailing address: P.O. Box 3241, Milwaukee, Wisconsin 53201
(Address and Zipcode of Principal Executive Offices)

ACTUANT CORPORATION 2009 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Andrew G. Lampereur
Executive Vice President and Chief Financial Officer
Actuant Corporation
13000 West Silver Spring Drive
Butler, Wisconsin 53007

Copy to:
Helen R. Friedli, P.C.
Eric Orsic
McDermott Will & Emery LLP
227 West Monroe Street
Chicago, Illinois 60606

(Name and address of agent for service)

(414) 352-4160
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Class A Common Stock, par value \$0.20 per share	2,400,000 shares	\$19.01	\$45,624,000	\$3,252.99

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of additional shares which may be issued if the anti-dilution and adjustment provisions of the plan become operative.
- (2) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon \$19.01 per share, which is the average of the high and low sales prices of the Class A Common Stock reported on the New York Stock Exchange on January 6, 2010.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement relates to the First Amendment to the Actuant Corporation 2009 Omnibus Incentive Plan, which increases the number of shares of Class A Common Stock authorized and reserved for issuance thereunder by 2,400,000 shares. Pursuant to General Instruction E of Form S-8, the Registration Statement on Form S-8 relating to the plan (File No. 333-156734) filed by the Registrant with the Securities and Exchange Commission is incorporated herein by reference.

Item 8. Exhibits.

Reference is made to the Exhibit Index.

* * *

ACTUANT CORPORATION
EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion (including consent) of McDermott Will & Emery LLP as to the legality of the securities to be issued.
23.1	Consent of PricewaterhouseCoopers LLP.
24.1	Powers of Attorney (set forth on signature page).
99.1	Actuant Corporation 2009 Omnibus Incentive Plan (filed as Exhibit A to the definitive proxy statement dated December 5, 2008 relating to the Company's annual meeting of shareholders held on January 9, 2009 and incorporated herein by reference).
99.2	First Amendment to Actuant Corporation 2009 Omnibus Incentive Plan (filed as Exhibit A to the definitive proxy statement dated December 4, 2009 relating to the Company's annual meeting of shareholders held on January 12, 2010 and incorporated herein by reference).

[Letterhead of McDermott Will & Emery LLP]

January 12, 2010

Actuant Corporation
13000 West Silver Spring Drive
Butler, Wisconsin 53007

Re: Actuant Corporation 2009 Omnibus Incentive Plan

Ladies and Gentlemen:

We are providing this opinion in connection with the Registration Statement of Actuant Corporation (the "Company") on Form S-8 (the "Registration Statement") to be filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale of up to 2,400,000 shares of Class A Common Stock, par value \$.20 per share, of the Company (the "Shares") pursuant to the Company's 2009 Omnibus Incentive Plan, as amended by the First Amendment thereto (the "Plan").

We have examined: (i) the Registration Statement; (ii) the Company's Restated Articles of Incorporation and Amended and Restated Bylaws, each as amended to date; (iii) the Plan and (iv) the corporate proceedings relating to the authorization for the issuance of the Shares pursuant to the Plan.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, the genuineness of all signatures on documents reviewed by us and the legal capacity of natural persons.

Based on the foregoing, we are of the opinion that all corporate proceedings necessary for the authorization, issuance and delivery of the Shares under the Plan have been duly taken and, upon issuance pursuant to the terms of the Plan, will be validly issued, fully paid and nonassessable by the Company, subject to the personal liability which may be imposed on shareholders by former Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts incurred prior to June 14, 2006 (for debts incurred on or after such date, Section 180.0622(2)(b) has been repealed) owing to employees for services performed, but not exceeding six months service in any one case.

The Company's Secretary, Helen R. Friedli, is a partner of McDermott Will & Emery LLP, which serves as counsel to the Company.

This opinion is furnished to you solely for your benefit in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise referred to for any other purpose without our prior written consent. Notwithstanding the foregoing, we hereby consent to the references to our firm in the Registration Statement and to the filing of this opinion by the Company as an Exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ McDermott Will & Emery LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 28, 2009 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Actuant Corporation's Annual Report on Form 10-K for the year ended August 31, 2009.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Milwaukee, WI
January 12, 2010