

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

FORM 10-K/A  
Amendment No. 1

(mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended August 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Commission file number 1-11288

ACTUANT CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Wisconsin

39-0168610

(State or other jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation or Organization)

6100 North Baker Road  
Milwaukee, Wisconsin 53209

Mailing Address: P.O. Box 3241, Milwaukee, Wisconsin 53201  
(Address of principal executive officers)

(414) 352-4160

(Registrant's telephone number, including area code)

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

(Title of each class) -----	(Name of each exchange on which registered) -----
Class A Common Stock, par value \$0.20 per share	New York Stock Exchange
Senior Subordinated Notes due 2009	New York Stock Exchange

Securities registered pursuant to Section 12(g)  
of the Act: None

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(s)) and (2) has been subject to such filing requirements for 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 the 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.

As of October 31, 2001, the aggregate market value of Common stock held by non-affiliates was approximately \$199.3 million and there were 8,020,656 shares of the Registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the Annual Meeting of Shareholders to be held on January 4, 2002 are incorporated by reference into Part III hereof.

This amendment is being filed to resubmit Exhibit 23. The copy previously filed inadvertently omitted reference to Registration Statement No. 333-47493. In the interim, no securities have been issued pursuant to that Registration Statement.

Item 14(a)3. Exhibits

The following exhibit is filed with this amendment:

Exhibit 23 Consent of PricewaterhouseCoopers LLP

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 4, 2001

By: /s/ Andrew G. Lampereur  
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Andrew G. Lampereur  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 No. 333-47493, Form S-8 Nos. 33-39719, 33-38720, 33-62658, 333-42353, 333-46469, 333-61279, 333-61281, 333-53702, 333-53704 and 333-60564 of Actuant Corporation of our reports dated September 26, 2001 relating to the financial statements and financial statement schedule, which appear in this Form 10-K.

PricewaterhouseCoopers LLP  
Milwaukee, Wisconsin  
November 5, 2001