

# FORM 4

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

OMB APPROVAL  
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### 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

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

(Print or Type Responses)

|  |  |  |   |  |  |   |  |  |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br>Goldstein Mark |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>ACTUANT CORP [ATU]                       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Operating Officer |  |  |
| (Last) (First) (Middle)<br>N86 W12500 WESTBROOK CROSSING   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/24/2012                          |  |  |   |  |  |
| (Street)<br>MENOMONEE FALLS, WI 53051                      |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                               |  |  |
| (City) (State) (Zip)                                       |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |                 | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-----------------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price           |  |   |  |
| Class A Common Stock               | 12/24/2012                              |   | M                                 |   | 28,000   | A          | \$ 15.91        | 157,234  | D   |  |
| Class A Common Stock               | 12/24/2012                              |   | S <sup>(1)</sup>                  |   | 28,000   | D          | \$ 27.62<br>(2) | 129,234  | D   |  |
| Class A Common Stock               | 12/26/2012                              |   | M                                 |   | 20,000   | A          | \$ 15.91        | 149,234  | D   |  |
| Class A Common Stock               | 12/26/2012                              |   | S <sup>(1)</sup>                  |   | 20,000   | D          | \$ 27.59<br>(3) | 129,234  | D   |  |
| Class A Common Stock               |   |   |                                   |   |  |            |                 | 5,500  | I   | By IRA   |
| Class A Common Stock               |   |   |                                   |   |  |            |                 | 6,190 (4)  | I   | By 401(k) Plan   |
| Class A Common Stock               |   |   |                                   |   |  |            |                 | 1,183  | I   | By ESPP  |
| Class A Common Stock               |   |   |                                   |   |  |            |                 | 14,101 (5)   | I   | By Deferred Compensation Plan                            |

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**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |       |
|---|--|---|---|-----------------------------------|---|--|---|-----------------|--|---|---|---|---|-------|
|   |  |   |   | Code                              | V |  | Date Exercisable  | Expiration Date |  |   |   |   |   | Title |
| Employee Stock Option (Right to Buy) (6)      | \$ 15.91   | 12/24/2012                              |   | M                                 |   | 28,000   | (7)   | 10/21/2013      | Class A Common Stock   | 28,000  | \$ 0  | 20,000  | D   |       |
| Employee Stock Option (Right to Buy) (6)      | \$ 15.91   | 12/26/2012                              |   | M                                 |   | 20,000   | (7)   | 10/21/2013      | Class A Common Stock   | 20,000  | \$ 0  | 0   | D   |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Goldstein Mark<br>N86 W12500 WESTBROOK CROSSING<br>MENOMONEE FALLS, WI 53051 |               |           | Chief Operating Officer |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Eric Orsic, as Attorney-in-Fact            |  | 12/27/2012          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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).

(1) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.50 to \$27.88, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (2) to this Form 4.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.55 to \$27.65, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (3) to this Form 4.

Represents the best estimate of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.

(5) Best estimate of shares held pursuant to Actuant Corporation Deferred Compensation Plan.

(6) Option granted under the Actuant Corporation 2002 Stock Option Plan.

(7) Fifty percent of the option became exercisable on 10/21/2005 and the balance became exercisable on 10/21/2008.

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

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