

STANDEX INTERNATIONAL CORP/DE/

Form 8-K

September 19, 2007

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

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** September 18, 2007

**STANDEX INTERNATIONAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**1-7233**  
**(Commission**

**31-0596149**  
**(IRS Employer**

**incorporation or organization)**

**File Number)**

**Identification No.)**

**6 Manor Parkway, Salem, New Hampshire**

**03079**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (603) 893-9701**

**Not applicable**

**(Former name or former address, if changed since last report)**

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))



**Standex International Corporation**

**ITEM 5.02(e)**

**DEPARTING DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS TO CERTAIN OFFICERS**

On September 18, 2007, the Compensation Committee of the Board of Directors made awards of performance share units to Roger L. Fix, the Company's Chief Executive Officer, and an additional award of performance share units to John Abbott, the Company's Group Vice President of the Food Service Equipment Group, the terms of which were most recently described in the Company's proxy statement dated September 18, 2007, and filed with the Securities and Exchange Commission on September 18, 2007.

The additional award to Mr. Abbott is to correct an error in the original computation of his award on August 28, 2007 which award is based on a percentage calculation of base salary.

The awards made to the above named executives provide that the performance share units (PSUs) will be converted to shares of Company stock that will be delivered to the executives if the Company's EBITDA (earnings before interest, taxes, depreciation and amortization) and return on operating assets for fiscal year 2008 meet specified levels approved by the Committee on August 28, 2007. Two-thirds of the award is dependent upon EBITDA performance and one-third is based upon return on operating assets. The number of shares delivered will depend upon the extent to which the threshold performance levels are exceeded. This represents a change from recent years, when PSU payouts were based on the level of the Company's earnings per share after a three-year period.

Any shares which are earned will vest in three equal installments over a three-year period, on June 30, 2008, 2009 and 2010, respectively. As in the past, an executive whose employment terminates prior to the vesting of any installment for a reason other than death, disability, retirement, or following a change in control, will forfeit the shares represented by that installment.

The PSUs are granted under the terms of the Company's 1998 Long Term Incentive Plan, which was most recently amended and approved by shareholders at the Company's Annual Meeting of Shareholders in October 2005.

On September 18, 2007, Mr. Abbott was also granted 7,500 shares of restricted stock of the Company which shall vest in three equal installments on September 18, 2008, 2009 and 2010 respectively, provided that Mr. Abbott continues to be employed by the Company at the time of vesting of each installment.

**SIGNATURE**

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 thereunto duly authorized.

**STANDEX INTERNATIONAL CORPORATION**

(Registrant)

**Christian Storch**

**Chief Financial Officer**

Date: September 19, 2007

Signing on behalf of the registrant and as  
principal financial officer