

PARKER HANNIFIN CORP
Form DEFA14A
October 07, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

PARKER-HANNIFIN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Edgar Filing: PARKER HANNIFIN CORP - Form DEFA14A

“ Fee paid previously with preliminary materials.

“ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On October 7, 2009, Parker-Hannifin Corporation (the Company) delivered a letter via electronic mail (the Letter) to all U.S. employee shareholders requesting that such shareholders vote their shares at the Company s Annual Meeting of Shareholders to be held October 28, 2009 (the Annual Meeting). The Letter contains statements that may be deemed proxy soliciting materials for purposes of Regulation 14A under the Securities Exchange Act of 1934 in connection with the Annual Meeting. The text of the Letter is set forth below in its entirety.

October 7, 2009

Dear Parker Employee:

By now, most of you should have received your copy of Parker s 2009 Annual Report and the accompanying Proxy Statement and proxy card or 401(k) confidential voting instructions. As a fellow shareholder, I encourage you to read these documents carefully and vote your shares. As always, your vote is important.

The Proxy Statement contains four matters on which you may vote: (1) the election of our Directors; (2) ratification of the appointment of our independent auditor; (3) approval of our 2009 Omnibus Stock Incentive Plan; and (4) a shareholder proposal seeking to separate the roles of Chairman of the Board and Chief Executive Officer. As described in the Proxy Statement, our Board of Directors is recommending that shareholders vote in favor of all of these matters other than the shareholder proposal.

Our Board is recommending that shareholders vote against the shareholder proposal because, among other things, we already have a Lead Director who serves as chairman of the non-management, independent directors and performs other functions of an independent Chairman; it would significantly limit the Board s flexibility in determining which individuals would best serve as Chairman after evaluating our company s needs; and it would otherwise be unnecessary in light of our sound corporate governance practices.

Again, I ask that you carefully review these materials and vote your shares. As shareholders, we are stewards of the corporation. One of the most important things we can do as part of that stewardship is to exercise our right to vote on the issues in a measured and informed way. After reviewing these materials, please consider voting for the matters presented as our Board recommends.

There are three ways you can vote: By telephone, via the internet, or by mail. You ll find that each is a convenient and user-friendly method of voting.

Thank you again for your dedication and perseverance in fiscal year 2009, which was definitely a challenging year for everyone. I am optimistic about the path forward in fiscal year 2010 and I am certain that together we will continue to accomplish great things.

Sincerely,

/s/ Don Washkewicz

Don Washkewicz