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TECHNITROL INC  
Form S-8 POS  
April 19, 2002

As filed with the Securities  
and Exchange Commission on April  
19, 2002.

Registration File No. 333-85271

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

TECHNITROL, INC.  
(Exact name of registrant as specified in its charter)

Pennsylvania 23-1292472  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

1210 Northbrook Drive  
Suite 385  
Trevose, PA 19053  
(215) 355-2900  
(Address, including zip code, of principal executive offices)

TECHNITROL, INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the plan)

Drew A. Moyer  
Corporate Controller and Secretary  
1210 Northbrook Drive  
Suite 385  
Trevose, PA 19053  
(215) 355-2900  
(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Ann Marie Janus, Esq.  
Technitrol, Inc.  
1210 Northbrook Drive  
Suite 385  
Trevose, PA 19053  
(215) 355-2900

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Proposed Maximum Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(1)	Aggregate Offering Price(1)	A	R
Common Stock, par value \$.125 per share	0 shares	\$0	\$0		\$

(1) No shares are to be registered pursuant to this post-effective amendment.

This Post-Effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-8, Commission File No. 333-85271, filed on August 16, 1999 (the "Registration Statement"), is filed as of April 19, 2002.

All securities registered on the Registration Statement have been sold pursuant to the Technitrol, Inc. Employee Stock Purchase Plan. The purpose of this Amendment is to terminate the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Technitrol, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Trevoze, Pennsylvania on April 19, 2002.

Technitrol, Inc.

By: /s/ James M. Papada, III

-----  
James M. Papada, III  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed by the following persons in the capacities and as of the dates indicated:

Signature	Title	Date
/s/ James M. Papada, III ----- James M. Papada, III	Chairman of the Board, President and Chief Executive Officer	April 19, 2002
/s/ Albert Thorp, III ----- Albert Thorp, III	Vice President of Finance and Chief Financial Officer	April 19, 2002
/s/ Drew A. Moyer ----- Drew A. Moyer	Corporate Controller and Secretary	April 19, 2002

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<p>* ----- Stanley E. Basara</p>	<p>Director</p>	<p>April 19, 2002</p>
<p>* ----- John E. Burrows, Jr.</p>	<p>Director</p>	<p>April 19, 2002</p>
<p>----- Rajiv L. Gupta</p>	<p>Director</p>	
<p>* ----- J. Barton Harrison</p>	<p>Director</p>	<p>April 19, 2002</p>
<p>----- David H. Hofmann</p>	<p>Director</p>	
<p>* ----- Graham Humes</p>	<p>Director</p>	<p>April 19, 2002</p>
<p>* ----- Edward M. Mazze</p>	<p>Director</p>	<p>April 19, 2002</p>
<p>----- C. Mark Melliar-Smith</p>	<p>Director</p>	

\* Drew A. Moyer, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons.

By: /s/ Drew A. Moyer  
-----  
Drew A. Moyer  
Attorney-in-fact

EXHIBIT INDEX

The following exhibit is filed as part of this Amendment:

Exhibit Number -----	Description -----
<p>24</p>	<p>Power of Attorney authorizing the signing of the Post-Effective Amendment No. 1 to the Registration Statement and amendments thereto on behalf of the Registrant's directors.</p>