Mahon Leo T. Form 4 September 23, 2009

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Mahon Leo T.

(Last) (First) (Middle)

1415 WEST 22ND STREET, SUITE 09/21/2009

(State)

09/21/2009

1100

(Street)

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

FEDERAL SIGNAL CORP /DE/ [fss]

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP Strategy, Bus. Dev. & Inv. Rel.

below)

10% Owner

Other (specify

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

(D) or

D

Indirect (I)

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

OAK BROOK, IL 60523

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(1)

(Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported

5. Amount of

Securities

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D) 3.325 \$0 A 3,325

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)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Mahon Leo T. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7.52	09/21/2009		A	6,018	(2)	09/21/2019	Common Stock	6,018	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mahon Leo T. 1415 WEST 22ND STREET SUITE 1100 OAK BROOK, IL 60523

VP Strategy, Bus. Dev. & Inv. Rel.

Signatures

Jennifer L. Sherman, attorney-in-fact for Leo T.

Mahon

09/23/2009

**Signature of Reporting Person Date

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) This represents a restricted stock award. All 3,325 shares vest on 9/21/2012. These shares are subject to restrictions and forfeiture under the Company Stock Benefit Plan.
- (2) 2,006 options become exercisable on 9/21/2010; 2,006 options become exercisable on 9/21/2011 and the remaining 2,006 options become exercisable on 9/21/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2