

DONALDSON CO INC
Form 8-K
January 26, 2005

**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): January 21, 2005

DONALDSON COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-7891

41-0222640

(State or other jurisdiction
of incorporation)

(Commission file number)

(I.R.S. Employer
Identification No.)

1400 West 94th Street
Minneapolis, MN 55431

(Address of principal executive offices)

(952) 887-3131

Registrant's telephone number, including area code

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))

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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On January 21, 2005, Donaldson Company, Inc. (Donaldson) announced the retirement of Kendrick B. Melrose from its Board of Directors, effective immediately prior to Donaldson s regular board meeting held on January 21, 2005. Mr. Melrose, 64, is the Chairman and Chief Executive Officer of The Toro Company. Donaldson will not fill Mr. Melrose s position, reducing the number of directors to nine.

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, hereunto duly authorized.

Date: January 26, 2005

DONALDSON COMPANY, INC.

By: /s/ Thomas R. VerHage

Name: Thomas R. VerHage

Title: Vice President and Chief Financial Officer
