

DONALDSON CO INC
Form 8-K
January 31, 2006

**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 27, 2006

DONALDSON COMPANY, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-7891

Delaware
(State or other jurisdiction of incorporation)

41-0222640
(IRS Employer Identification No.)

1400 West 94th Street, Minneapolis, MN 55431
(Address of principal executive offices, including zip code)

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events and Regulation FD Disclosure.

On January 27, 2006, The Board of Directors of Donaldson Company, Inc (the Company) formally acted and approved the continued service of Jack Eugster as the Chair of the Company s Audit Committee. The Board of Directors determined in accordance with Section 303A.07 of the New York Stock Exchange Listed Company Manual that Mr. Eugster s simultaneous service on the audit committees of three other public companies would not impair his ability to effectively serve as a member and Chair of the Company s Audit Committee. The Company will disclose such determination in its proxy statement for the fiscal year ending July 31, 2006.

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 31, 2006

DONALDSON COMPANY, INC.

By: /s/ Norman C. Linnell

Name: Norman C. Linnell
Title: Vice President, General Counsel
and
Secretary

SIGNATURE

