

DONALDSON CO INC
Form 11-K
June 29, 2015

Table of Contents

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR
THE FISCAL YEAR ENDED DECEMBER 31, 2014 or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number 1-7891

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

DONALDSON COMPANY, INC.
RETIREMENT SAVINGS AND
EMPLOYEE STOCK OWNERSHIP PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**DONALDSON COMPANY, INC.
1400 WEST 94TH STREET
MINNEAPOLIS, MINNESOTA 55431**

Table of Contents

Donaldson Company, Inc.
Retirement Savings and Employee Stock
Ownership Plan

Financial Statements Including Report of Independent Registered Public Accounting Firm and Supplemental Schedule
December 31, 2014 and 2013

**Donaldson Company, Inc.
Retirement Savings and Employee Stock Ownership Plan**

Index

	Page(s)
<u>Report of Independent Registered Public Accounting Firm</u>	1
Financial Statements	
<u>Statements of Net Assets Available for Benefits December 31, 2014 and 2013</u>	2
<u>Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014</u>	3
<u>Notes to Financial Statements</u>	4-11
Supplemental Schedules	
<u>Schedule H, line 4i – Schedule of Assets (Held at End of Year) December 31, 2014</u>	13
<u>Signature</u>	14
Exhibit: Consent of Independent Registered Public Accounting Firm	15

Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Note: Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Investment Committee and Administrator of
Donaldson Company, Inc. Retirement Savings and Employee Stock Ownership Plan
Minneapolis, Minnesota

We have audited the accompanying statements of net assets available for benefits of Donaldson Company, Inc. Retirement Savings and Employee Stock Ownership Plan as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013 and the changes in net assets available for benefits for the year ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements, but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota

June 29, 2015

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Statements of Net Assets Available for Benefits****December 31, 2014 and 2013**

	2014	2013
Assets		
Investments, at fair value		
Interest-bearing cash	\$2,507,139	\$2,792,884
Mutual funds	308,432,409	289,795,268
Donaldson Company, Inc. Common Stock Fund	267,578,355	321,936,564
Common/collective trust	34,485,475	36,463,822
Total investments, at fair value	613,003,378	650,988,538
Receivables		
Employer contributions receivable	961,429	407,362
Notes receivable from participants	5,675,440	5,297,043
Total receivables	6,636,869	5,704,405
Total assets	619,640,247	656,692,943
Net assets available for benefits at fair value	619,640,247	656,692,943
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(496,332)	(513,279)
Net assets available for benefits	\$619,143,915	\$656,179,664

The accompanying notes are an integral part of these financial statements.

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Statement of Changes in Net Assets Available for Benefits****Year Ended December 31, 2014****Additions to net assets attributed to:**

Investment income	
Interest and dividend income	\$25,347,928
Interest income on notes receivable from participants	227,911
Contributions	
Employer	8,300,814
Participants	16,477,648
Rollovers	899,117
Total contributions	25,677,579
Total additions	51,253,418
Deductions from net assets attributable to:	
Net depreciation of the fair value of investments	(36,523,014)
Benefits paid to participants	(54,098,471)
Administrative expenses	(39,108)
Total deductions	(90,660,593)
Net decrease in net assets available for benefits	(39,407,475)
Transfer of assets due to plan merger (Note 9)	2,371,426
Net assets available for benefits	
Beginning of year	656,179,664
End of year	\$619,143,915

The accompanying notes are an integral part of these financial statements.

Table of Contents

Donaldson Company, Inc.

Retirement Savings and Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2014 and 2013

1. Description of the Plan

The Donaldson Company, Inc. Retirement Savings and Employee Stock Ownership Plan (the Plan) is a defined contribution plan sponsored and administered by Donaldson Company, Inc. (the Company). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The following description of the Plan is provided for general information purposes only. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

Fidelity Management Trust Company is the Plan's trustee (the Trustee) and record keeper.

Eligibility

All regular full-time and part-time employees are eligible to participate in the Plan upon employment, as defined by the Plan document. Employees covered by a labor agreement are not eligible for any Company contributions, unless their labor agreement and the Plan document provide for it.

Contributions

Participants may contribute up to 50% of pre-tax annual compensation, as defined by the Plan. Participants may also contribute amounts representing rollover distributions from other qualified retirement plans. Participants over age 50 may contribute an additional catch-up contribution. Employees who are not covered by a collective bargaining agreement are automatically enrolled at a 3% pre-tax contribution rate forty-five days after they become eligible if they do not proactively enroll in or opt out of the Plan.

The Company makes fixed matching contributions to the Plan for employees eligible for the matching contribution as defined in the Plan document. The fixed matching contributions are based on participant contributions into the Plan and are calculated at one hundred percent of the first 3% of compensation deferred by the participant and deposited into the Plan and fifty percent of the next 2% of compensation deferred by the participant and deposited into the Plan. The fixed matching contributions are made in cash. Fifty percent of the matching contribution is invested directly in the Company's common stock while the other fifty percent is invested as the participant's pre-tax contributions are

invested.

The Company provides a fixed annual Company contribution to employees in the Chillicothe, Missouri facility and employees in the Stevens Point, Wisconsin facility hired on or after February 16, 2013 covered by two collective bargaining agreements. A Company contribution equal to 4% of each eligible employee's pay is made subsequent to the Plan year end. For the Plan year ended December 31, 2014, the Company contribution for Chillicothe and Stevens Point employees was \$186,730 and \$44,588, respectively. For the Plan year ended December 31, 2013, the Company contribution for Chillicothe and Stevens Point employees was \$183,113 and \$781, respectively. The contributions are invested according to the participants' investment elections for their pre-tax contributions. For employees not making pre-tax contributions, the contributions are made to the default Fidelity Freedom Fund as discussed below.

Effective August 1, 2013, the Company began providing a 3% annual Company retirement contribution in addition to the Company's 401(k) match to eligible participants hired on or after August 1, 2013 as defined by the Plan document. Effective August 1, 2016, the Company will provide a 3% annual Company retirement contribution to eligible participants hired prior to August 1, 2013 as defined in the Plan document. The annual Company retirement contribution is equal to 3% of each eligible employee's compensation, and is made subsequent to the Plan's year end. For the plan years ended December 31, 2014 and 2013, the Company contribution receivable was \$392,517 and \$29,230, respectively. The contributions are invested according to the participants' investment elections for their pre-tax contributions. For employees not making pre-tax contributions, the contributions are made to the default Fidelity Freedom Fund as discussed below.

Table of Contents

Donaldson Company, Inc.

Retirement Savings and Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participant Accounts

Participants direct the investment of their contributions into various investment options offered by the Plan. If a participant does not allocate his or her contributions, the contributions are placed in the age appropriate Fidelity Freedom Fund. The participant may directly invest in the Company's common stock up to 15% of his or her contributions.

The allocation of the participant's contributions to the investment funds may be changed daily. There are no restrictions on transfers among or between the various investment options for employee contributions. Participants may transfer money out of the Donaldson Company, Inc. Common Stock Fund, but are limited on transferring money into this fund. If the participant has less than 15% of his or her total balance in the Donaldson Company Inc. Common Stock Fund, the participant is able to transfer funds into it up to the amount where the total invested in the fund is 15% of the participant's total balance. Each participant's account is credited with his or her contributions, including rollover contributions, his or her share of Company contributions, and an allocation of related investment earnings thereon. Allocation of investment earnings is based on the value of the participant's account at the close of each day.

Vesting

Participants are 100% vested in their accounts at all times with the exception of contributions made under the annual retirement contribution and the fixed annual Stevens Point contribution outlined above. The annual retirement contribution and the fixed annual Stevens Point contribution become fully vested after three years of vesting service.

Forfeited Accounts

Forfeited non-vested accounts are used to restore accounts for rehired participants; reduce employer contributions; reduce Plan expenses or to correct errors. Forfeited non-vested accounts totaled \$26,283 and \$10,545 as of December 31, 2014 and 2013, respectively. No forfeitures were used to restore accounts for rehired participants; reduce employer contributions; reduce Plan expenses or to correct errors for the year ended December 31, 2014.

Payment of Benefits

Upon termination of employment, disability, or termination of the Plan, a participant or designated beneficiary will receive the participant's account balance in a lump-sum payment. Hardship withdrawals, as defined in the Plan document, are allowed at any time, subject to approval by the Administrative Committee.

Notes Receivable from Participants

Under the Plan document, participants may borrow up to 50% of their employee contribution account balance or \$50,000, whichever is less. Company contributions are not available for loans. Loans must be repaid by the participant within five years, unless the loan is used to acquire the participant's primary residence in which case the term may not exceed ten years. The loan interest is 1% over the prime lending rate on the first day of the Plan year (January 1) coinciding with the year in which the loan is granted. Interest rates on outstanding loans at December 31, 2014, ranged from 4.25% to 10.50%. Loans mature at various dates through December 2024 and are generally paid through payroll deductions.

Plan Termination

The Company has the right under the Plan document to amend or terminate the Plan. In the event of termination of the Plan, the assets of the Plan will be distributed to the participants in accordance with the Plan document.

Table of Contents

Donaldson Company, Inc.

Retirement Savings and Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2014 and 2013

2. Summary of Significant Accounting Policies

The accompanying financial statements have been prepared on an accrual basis. The following is a summary of significant policies which are in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) and are consistently followed by the Plan in the preparation of its financial statements.

Valuation of Investments

The Plan's investments are stated at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 7 for disclosure of the Plan's fair value measurements. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment in the common/collective trust (investment contract) as well as the adjustment of the common/collective trust from fair value to contract value relating to the underlying investment contracts. The objective of the common/collective trust is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital by investing in assets and entering into contracts issued by third-parties and investing in cash equivalents represented by shares in a money market fund. See Note 8 for further information on the common/collective trust.

Investment Earnings

Investment income is recorded as earned. Dividend income is recorded on the ex-dividend date. The Plan presents the net depreciation in the fair value of its investments in the Statement of Changes in Net Assets Available for Benefits. Net depreciation consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Contributions

Participant contributions and Company matching contributions are recorded in the period the Company makes the payroll deductions. Company discretionary contributions, if any, are recorded in the period in which they were declared.

Benefits Paid to Participants

Benefits paid to participants are recorded when paid.

Plan Expenses

Investment management fees and administrative fees charged by the Trustee are paid by the Plan. All other expenses, including legal, accounting, and other services, are paid by the Company.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Ultimate results could differ from those estimates.

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Notes to Financial Statements****December 31, 2014 and 2013****Risks and Uncertainties**

The Plan provides for various investment options in various combinations of investment securities. Investment securities are exposed to various risks including, but not limited to, interest rates, market conditions, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits in future periods.

Concentration of Market Risk

At December 31, 2014 and 2013, approximately 43% and 49% of the Plan's net assets available for benefits were invested in the Donaldson Company, Inc. Common Stock Fund, respectively. The underlying value of this fund is dependent on the performance of the Company and the market's evaluation of such performance. It is at least reasonably possible that changes in the fair value of the Company's common stock in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits in future periods.

3. Investments

The investments that represent 5% or more of the Plan's net assets available for benefits were as follows as of December 31:

	2014	2013
Donaldson Company, Inc. Common Stock Fund	\$267,578,355	\$321,936,564
Fidelity Contrafund K	71,058,128	68,306,708
Fidelity Managed Income Portfolio II Fund	33,989,143	35,950,543
Fidelity Equity Income K Fund	33,715,532	33,945,187

During the year ended December 31, 2014, investments had net depreciation in value as follows:

Net depreciation of mutual funds	\$(2,136,408)
----------------------------------	----------------

Net depreciation of Company common stock (34,386,606)
\$(36,523,014)

At December 31, 2014, the Donaldson Company, Inc. Common Stock Fund consisted of 6,923,621 shares of the Company's common stock valued at \$267,576,925 and \$1,430 in the Fidelity Institutional Cash Portfolio which consists mainly of cash. At December 31, 2013, the Donaldson Company, Inc. Common Stock Fund consisted of 7,384,858 shares of the Company's common stock valued at \$321,935,011 and \$1,553 in the Fidelity Institutional Cash Portfolio.

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Notes to Financial Statements****December 31, 2014 and 2013****4. Nonparticipant-Directed Investments**

At December 31, 2014 and 2013 the balance in the nonparticipant-directed portion of the Donaldson Company, Inc. Common Stock Fund totaled \$267,578,355 and \$321,936,564, respectively. Information about the significant components of the changes in net assets available for benefits relating to the nonparticipant-directed investments is as follow:

	Year-ended December 31, 2014
Changes in Nonparticipant-Directed Net Assets of Donaldson Company, Inc. Common Stock Fund:	
Contributions	\$ 4,655,978
Interest and dividend income	3,204,089
Net depreciation	(34,386,606)
Benefits paid to participants	(22,200,338)
Administrative expenses	(16,005)
Net transfers to participant-directed investments	(5,615,327)
	\$ (54,358,209)

5. Tax Status

The Plan has received a favorable determination letter from the IRS, dated September 14, 2013, stating that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (the Code) and is therefore generally exempt from federal income taxes under provisions of Section 501(a). The Plan has been amended since receiving the determination letter. However, the Company and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan. The effects of an uncertain tax position are recognized in the financial statements when the position is more likely than not, based on the technical merits, to be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

6. Related Party Transactions

Participants have the option to direct their contributions to be invested in mutual funds, which are sponsored by the Trustee, and a Company stock fund comprised primarily of Donaldson Company, Inc. common stock. The Trustee is authorized, under contract provisions and by exemption under 29 CFR 408(b) of ERISA regulations, to invest in securities under its control and in the Company's common stock. For the year ended December 31, 2014 purchases and sales of the securities under the Trustee's control were \$59,872,155 and \$65,359,764, respectively.

Table of Contents

Donaldson Company, Inc.

Retirement Savings and Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2014 and 2013

7. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification Topic 820 (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

Level 1 – Quoted market prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 – Unobservable inputs that are not corroborated by market data.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during the year ended December 31, 2014.

Donaldson Company, Inc. Common Stock Fund: Investments in the Donaldson Company, Inc. Common Stock Fund are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Investments in mutual funds are stated at fair value based on quoted market prices.

Common/Collective trusts: Investments in the common/collective trust are valued at contract value, which approximates fair value. It is the policy of the common/collective trust to use its best efforts to maintain a stable net asset value of \$1.00 per unit; although there is no guarantee that the common/collective trust will be able to maintain this value. The common/collective trust uses independent pricing services approved by the Trustee to value its investments. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Trustee. Factors used in determining value may include market or security specific events, changes in interest rates, and credit quality.

The Plan reviews the fair value hierarchy classification on an annual basis. Changes in the ability to observe valuation inputs may result in a transfer between levels for certain securities within the fair value hierarchy. The Plan's policy is to recognize transfers into and out of levels within the fair value hierarchy at the end of the fiscal year in which the actual event or change in circumstances that caused the transfer occurs. There were no transfers between Level 1, Level 2, or Level 3 resulting from changes in valuation inputs or methods during the years ended December 31, 2014 or 2013.

The methods described above may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Notes to Financial Statements****December 31, 2014 and 2013**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2014			Total
	Level 1	Level 2	Level 3	
Donaldson Company, Inc. Common Stock Fund	\$267,578,355	\$—	\$—	\$267,578,355
Mutual Funds and Interest Bearing Cash	310,939,548	—	—	310,939,548
Common/Collective Trust	—	34,485,475	—	34,485,475
Total assets at fair value*	\$578,517,903	\$34,485,475	\$—	\$613,003,378

	Assets at Fair Value as of December 31, 2012			Total
	Level 1	Level 2	Level 3	
Donaldson Company, Inc. Common Stock Fund	\$321,936,564	\$—	\$—	\$321,936,564
Mutual Funds and Interest Bearing Cash	292,588,152	—	—	292,588,152
Common/Collective Trust	—	36,463,822	—	36,463,822
Total assets at fair value**	\$614,524,716	\$36,463,822	\$—	\$650,988,538

* The fair value of assets in the Plan as of December 31, 2014 were invested approximately 78% in Mid/Large Cap Companies, 10% in Fixed Income, 6% in Small Cap Companies, 4% in Foreign Companies and 2% in other.

** The fair value of assets in the Plan as of December 31, 2013 were invested approximately 79% in Mid/Large Cap Companies, 10% in Fixed Income, 6% in Small Cap Companies, 1% in Foreign Companies and 1% in other.

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Notes to Financial Statements****December 31, 2014 and 2013****8. Investment Contract with Company**

The Plan has a fully benefit-responsive investment contract with Fidelity Management Trust Company (FMTC), the Fidelity Managed Income Portfolio II (MIP II or Common/Collective trust). The objective of the MIP II is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. To achieve its investment objective, MIP II invests in assets and enters into contracts issued by third-parties and invests in cash equivalents represented by shares in a money market fund. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by FMTC. Contract value represents contributions made under the contract, plus interest and dividends credited less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract has certain restrictions that impact the ability to collect the full contract value. Withdrawals prompted by certain events, including premature termination of the contract by the Plan, plant closings, layoffs, Plan termination, bankruptcy, mergers, and early retirement incentives, may be paid at market value, which may be less than book value. The Company believes that the occurrence of events that would cause the plan to transact at less than contract value is not probable.

FMTC is contractually obligated to pay the principal and any interest and dividends that have been credited to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%.

	2014	2013
Rate of return on investments underlying the contract*	1.70%	1.59%
Based on interest rate credited to participants**	1.38%	1.14%

*Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

**Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date.

At December 31, 2014, the Plan had no unfunded commitments related to the common/collective trust. Redemptions made in order to accommodate a participant-directed exchange to another investment option may be made on any business day, provided that the exchange is not directed into a competing fund (money market funds or certain other

types of fixed income funds). Transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfers to a competing fund can occur, and may be subject to certain redemption fees.

9. Plan Merger

On October 23, 2014, the Western Filter Corporate 401(k) Benefit Plan and Trust (Western Filter Plan) merged into the Plan. The net assets transferred by the Western Filter Plan were \$2,371,426.

10. Subsequent Events

The Plan has evaluated subsequent events through the date that the financial statements were issued, for events requiring recording or disclosure in the Plan's financial statements.

Table of Contents

SUPPLEMENTAL SCHEDULE

12

Table of Contents**Donaldson Company, Inc.****Retirement Savings and Employee Stock Ownership Plan****Schedule H, line 4i — Schedule of Assets (Held at End of Year)****December 31, 2014****EIN 41-0222640****Plan Number 007**

(a) (b)	(c)	(d)
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including the Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost
* Donaldson Company, Inc. Common Stock Fund	Common Stock, 6,923,621 shares participation	\$69,571,9
* Fidelity Contrafund K	Mutual Fund, 725,824 units of participation	**
* Fidelity Managed Income Portfolio II Fund	Common/Collective Trust, 34,485,475 units of participation	**
* Fidelity Equity Income K	Mutual Fund, 568,080 units of participation	**
PIMCO Total Return Fund	Mutual Fund, 2,092,908 units of participation	**
Schroeder U.S. Opportunities Fund	Mutual Fund, 954,475 units of participation	**
* Fidelity Diversified International K	Mutual Fund, 536,613 units of participation	**
* Fidelity Freedom K 2020	Mutual Fund, 1,375,725 units of participation	**
Spartan 500 Index Fund	Mutual Fund, 246,262 units of participation	**
* Fidelity Freedom K 2025	Mutual Fund, 959,389 units of participation	**
* Fidelity Freedom K 2030	Mutual Fund, 888,956 units of participation	**
* Fidelity Freedom K 2015	Mutual Fund, 826,468 units of participation	**
Brokeragelink Fund	Mutual Fund, 10,852,260 units of participation	**
* Fidelity Freedom K 2040	Mutual Fund, 619,657 units of participation	**
* Fidelity Freedom K 2035	Mutual Fund, 625,123 units of participation	**
American Beacon Small Cap Value	Mutual Fund, 262,840 units of participation	**
Dodge & Cox International	Mutual Fund, 150,750 units of participation	**
* Participant Loans	Participant loans receivable, interest rates from 4.25% to 10.50%, payable through December 2024	—
Roxbury Small Cap Growth Fund	Mutual Fund, 179,773 units of participation	**
Vanguard Inflation Protected Fund	Mutual Fund, 139,592 units of participation	**
* Fidelity Freedom K 2045	Mutual Fund, 224,788 units of participation	**
* Fidelity Freedom K 2050	Mutual Fund, 175,563 units of participation	**
* Fidelity Freedom K 2010	Mutual Fund, 169,266 units of participation	**
* Fidelity Freedom K Income	Mutual Fund, 161,563 units of participation	**
* Fidelity Freedom K 2055	Mutual Fund, 100,929 units of participation	**

* Fidelity Freedom K 2005

Mutual Fund, 54,234 units of participation

**

*

Denotes party-in-interest.

** Historical cost information is omitted as it is not required by the Department of Labor under the instructions to the Form 5500 for participant-directed accounts.

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DONALDSON COMPANY, INC.
RETIREMENT SAVINGS AND EMPLOYEE
STOCK
OWNERSHIP PLAN
(Name of Plan)

Date June 29, 2015 By: Donaldson Company, Inc., the Plan Administrator

By: /s/ James F. Shaw
James F. Shaw
Vice President, Chief Financial Officer