

DONALDSON CO INC
Form 8-K
May 19, 2010

**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): May 18, 2010

DONALDSON COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-7891
(Commission file number)

41-0222640
(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):

<input type="radio"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)		
<input type="radio"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)		
<input type="radio"/>	Reporting Owner Name / Address		Relationships
Director	10% Owner	Officer	Other
FOTHERGILL JAMES E 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief People Officer

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr. Fothergill

03/25/2011

__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) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (2) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.
- (3) Represents the weighted average price for shares sold at a range between \$55.24 and \$55.33. The filer will provide full information regarding the number of shares sold at each price upon request.

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.

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(c) Exhibits.

99.1 Press Release dated May 18, 2010 announcing preliminary results of operation for the third quarter ended April 30, 2010 of Donaldson Company, Inc.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated May 18, 2010 announcing preliminary results of operation for the third quarter ended April 30, 2010 of Donaldson Company, Inc.

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: May 19, 2010

DONALDSON COMPANY, INC.

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