Goldstein Mark Form 4 January 16, 2008

FORM 4

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

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

ACTUANT CORP [ATU]

Symbol

1(b).

(Print or Type Responses)

Goldstein Mark

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	3. Date of Earliest 7	Transaction	l				
13000 WEST SILVER SPRING DRIVE			(Month/Day/Year) 01/14/2008			Director 10% Owner _X_ Officer (give title Other (specify below) Chief Operating Officer			
	(Street)	4	4. If Amendment, Γ	ate Origin	al	6. Individual	or Joint/Grou	p Filing(Check	
DAMES DD . WA 50005			Filed(Month/Day/Ye	ar)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BUTLER,	W1 53007			Person					
(City)	(State)	(Zip)	Table I - Non-	Derivative	e Securities	Acquired, Dispos	sed of, or Ben	eficially Owned	
1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)		Date, if Transaction Code	4. Security onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock						5,500	I	By IRA	
Class A Common Stock						4,254 <u>(1)</u>	I	By 401(k) Plan	
Class A Common						1,172	I	By ESPP	

Stock

Class A By Deferred Common $10,642 \stackrel{(2)}{=}$ I Compensation Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to	\$ 28.36	01/14/2008		A	50,000	<u>(4)</u>	01/14/2018	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Goldstein Mark

buy) (3)

13000 WEST SILVER SPRING DRIVE Chief Operating Officer BUTLER, WI 53007

Signatures

Eric Orsic, as Attorney-in-Fact 01/16/2008

**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).

Reporting Owners 2

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- (1) Best estimate of shares held pursuant to the Actuant 401(k) Plan.
- (2) Best estimate of shares held pursuant to Actuant Corporation Deferred Compensation Plan.
- (3) Option granted under the Actuant Corporation 2002 Stock Option Plan.
- (4) Fifty percent of the option becomes exercisable on 01/14/2011, and the balance becomes exercisable on 01/14/2013.

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.