

Osborne William H
 Form 4
 January 31, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Osborne William H

2. Issuer Name and Ticker or Trading Symbol
 FEDERAL SIGNAL CORP /DE/ [fss]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1415 WEST 22ND STREET, SUITE 1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2011

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former Pres., CEO, director

OAK BROOK, IL 60523

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/28/2011 | | M | | | 35,800 | A | \$ 6.68 | 135,611 | D | |
| Common Stock | 01/28/2011 | | S | | | 400 | D | \$ 7.2815 | 135,211 | D | |
| Common Stock | 01/28/2011 | | S | | | 834 | D | \$ 7.28 | 134,377 | D | |
| Common Stock | 01/28/2011 | | S | | | 200 | D | \$ 7.275 | 134,177 | D | |
| Common Stock | 01/28/2011 | | S | | | 900 | D | \$ 7.27 | 133,277 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------|---------|---|
| Common Stock | 01/28/2011 | S | 1,900 | D | \$ 7.26 | 131,377 | D |
| Common Stock | 01/28/2011 | S | 12,600 | D | \$ 7.25 | 118,777 | D |
| Common Stock | 01/28/2011 | S | 18,966 | D | \$ 7.08 | 99,811 | D |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V | (A) | (D) | | |
| Stock Options | \$ 6.68 | 01/28/2011 | 01/28/2011 | M | 35,800 | 02/20/2010 | 01/29/2011 | Common Stock | 35,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Osborne William H 1415 WEST 22ND STREET SUITE 1100 OAK BROOK, IL 60523 | | | | Former Pres., CEO, director |

Signatures

Jennifer L. Sherman, attorney-in-fact for William H. Osborne
01/31/2011

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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