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STANDEX INTERNATIONAL CORP/DE/

Form S-8 POS

February 16, 2006

As filed with the Securities and Exchange Commission on February 16, 2006

Registration No. 333- 64466

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**STANDEX INTERNATIONAL CORPORATION**

(Exact name of issuer as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

31-0596149

(I.R.S. Employer  
Identification No.)

**Standex International Corporation**

**6 Manor Parkway**

**Salem, New Hampshire 03079**

(Address of principal executive offices)

**STANDEX RETIREMENT SAVINGS PLAN**

(Full title of Plan)

**Deborah A. Rosen**

**Vice President & Chief Legal Officer**

**Standex International Corporation**

**6 Manor Parkway**

**Salem, New Hampshire 03079**

**(603) 893-9701**

(Name, address and telephone number of agent for service)

**EXPLANATORY NOTE**

Standex International Corporation (the "Company") previously registered 43,011 shares of its common stock, \$1.50 par value per share ("Common Stock"), together with an indeterminate amount of plan interests under The Standex Retirement Savings Plan (the "Plan"), on Form S-8 (File No. 333-64466) (the "Registration Statement") which was filed with the Securities Exchange Commission on July 3, 2001.

All of the 43,011 shares of Common Stock registered on the Registration Statement have been issued to the Plan and the interests under the Plan originally registered on the Registration Statement are exempt from registration pursuant to Section 3(a)(2) of the Securities Act of 1933. Accordingly, the purpose of this Post-Effective Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister all of the plan interests originally registered thereby which remain outstanding as of such termination.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Post-Effective Amendment No 1 to the Registration Statement.

24.

Powers of Attorney from Charles Cannon, Jr., Thomas E. Chorman, William R. Fenoglio, Gerald Fickenscher, Walter F. Greeley, Daniel B. Hogan, Thomas L. King, H. Nicholas Muller, III, Deborah A. Rosen and Edward J. Trainor.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Salem, New Hampshire, on the 16<sup>th</sup> day of February, 2006.

**STANDEX INTERNATIONAL CORPORATION**

By	/s/ Roger L. Fix	
	Name:	Roger L. Fix
	Title:	President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated:

**Signature**

**Capacity**

**Date**

/s/ Roger L. Fix

Roger L. Fix

President, Chief Executive Officer and Director

February 16, 2006

/s/ Christian Storch

Christian Storch

Vice President and Chief Financial Officer

February 16, 2006

/s/ Timothy S. O'Neil

Timothy S. O'Neil

Chief Accounting Officer

February 16, 2006

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Roger L. Fix has signed below on February 16, 2006 as attorney-in-fact for the following Directors of the Registrant: Charles Cannon, Jr., Thomas E. Chorman, William R. Fenoglio, Gerald Fickenscher, Walter F. Greeley, Daniel B. Hogan, Thomas L. King, H. Nicholas Muller, III, Deborah A. Rosen and Edward J. Trainor.

/s/ Roger L. Fix

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Roger L. Fix

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EXHIBIT

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