

Goldstein Mark  
Form 4  
December 27, 2012

**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 \*  
Goldstein Mark

2. Issuer Name and Ticker or Trading Symbol  
ACTUANT CORP [ATU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/24/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

N86 W12500 WESTBROOK CROSSING

(Street)

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

Chief Operating Officer

MENOMONEE FALLS, WI 53051

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/24/2012		M		28,000	A	\$ 15.91
Class A Common Stock	12/24/2012		S <sup>(1)</sup>		28,000	D	\$ 27.62 <sup>(2)</sup>
Class A Common Stock	12/26/2012		M		20,000	A	\$ 15.91
Class A Common	12/26/2012		S <sup>(1)</sup>		20,000	D	\$ 27.59

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Stock	<u>(3)</u>			
Class A Common Stock		5,500	I	By IRA
Class A Common Stock		6,190 <u>(4)</u>	I	By 401(k) Plan
Class A Common Stock		1,183	I	By ESPP
Class A Common Stock		14,101 <u>(5)</u>	I	By Deferred Compensation Plan

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

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy) <u>(6)</u>	\$ 15.91	12/24/2012		M	28,000	<u>(7)</u> 10/21/2013	Class A Common Stock 28,000
Employee Stock Option (Right to Buy) <u>(6)</u>	\$ 15.91	12/26/2012		M	20,000	<u>(7)</u> 10/21/2013	Class A Common Stock 20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Mark N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051			Chief Operating Officer	

## Signatures

/s/ Eric Orsic, as  
Attorney-in-Fact

12/27/2012

\_\_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) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.50 to \$27.88, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (2) to this Form 4.

(3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.55 to \$27.65, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (3) to this Form 4.

(4) Represents the best estimate of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.

(5) Best estimate of shares held pursuant to Actuant Corporation Deferred Compensation Plan.

(6) Option granted under the Actuant Corporation 2002 Stock Option Plan.

(7) Fifty percent of the option became exercisable on 10/21/2005 and the balance became exercisable on 10/21/2008.

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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