

ENPRO INDUSTRIES, INC  
Form 8-K  
April 09, 2009

**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): April 9, 2009**

**ENPRO INDUSTRIES, INC.**

(Exact name of Registrant, as specified in its charter)

North Carolina

001-31225

01-0573945

(State or other jurisdiction  
of incorporation)

(Commission file number)

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

5605 Carnegie Boulevard, Suite 500  
Charlotte, North Carolina 28209

(Address of principal executive offices, including zip code)

(704) 731-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or 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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

The following table, which is in the format of the table included in Item 12 of our Annual Report on Form 10-K for the year ended December 31, 2008, presents information as of March 31, 2009, with respect to our Amended and Restated 2002 Equity Compensation Plan (the "Equity Compensation Plan"), the only shareholder-approved compensation plan or arrangement under which we have equity securities authorized for issuance, and our Deferred Compensation Plan for Non-Employee Directors.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	1,184,852(1)	\$ 9.43(2)	749,617
Equity compensation plans not approved by security holders	34,670	(2)	(3)
Total	1,219,522(1)	\$ 9.43(2)	749,617(3)

(1) Includes 667,064 shares issuable under outstanding unexercised options, 33,229 shares issuable under phantom share awards made to non-employee directors, and 484,479 performance shares at the maximum levels payable for the 2007-2009 and 2008-2010 performance cycles under the

Equity  
Compensation  
Plan and does  
not include the  
85,603  
restricted shares  
of our common  
stock issued  
under the Equity  
Compensation  
Plan that remain  
subject to  
forfeiture. As of  
March 31, 2009,  
the weighted  
average  
remaining life  
of such options  
was 3.43 years.  
No awards of  
performance  
shares have  
been made with  
respect to the  
2009 - 2011  
performance  
cycle.

- (2) The weighted  
average exercise  
price does not  
take into  
account awards  
of performance  
shares or  
phantom shares  
made under the  
Equity  
Compensation  
Plan and shares  
deliverable  
under the  
Deferred  
Compensation  
Plan for  
Non-Employee  
Directors.
- (3) The Deferred  
Compensation  
Plan for

Non-Employee  
Directors does  
not establish a  
maximum  
amount of  
shares  
deliverable  
under that plan.

Non-employee directors may participate in our Deferred Compensation Plan for Non-Employee Directors. Under this plan, non-employee directors may defer receipt of all or part of the cash portion of their annual retainer fee. Participants choose between two investment alternatives, a cash account and a stock account. Deferred fees in a director's cash account are credited with an investment return based on the director's selection from the same menu of investment options available under our Retirement Savings Plan for Salaried Employees. Deferred fees in a director's stock account are credited with stock units at then fair market value of our common stock, which units thereafter have a value on a given date equal to the fair market value of one share of our common stock on that date. All amounts deferred are payable when a director retires from the board.

At March 31, 2009, there were a total of 85,603 restricted shares of our common stock issued under the Equity Compensation Plan that remain subject to forfeiture. The foregoing amount does not include an inducement award of 53,500 restricted shares of our common stock made to our Chief Executive Officer, Stephen E. Macadam, in 2008 outside the Equity Compensation Plan, one-third of which shares vest on the third anniversary of the date of grant, one-third vest on the fourth anniversary of the date of grant and the final one-third vest on the fifth anniversary of the date of grant.

**SIGNATURES**

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: April 9, 2009

**ENPRO INDUSTRIES, INC.**

By: /s/ William Dries  
William Dries  
Senior Vice President and Chief Financial  
Officer

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