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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K



(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5375

Technitrol, Inc. 2001 Employee Stock Purchase Plan  
(Full title of the Plan)

Technitrol, Inc.  
1210 Northbrook Drive, Suite 470  
Trevoze, PA 19053  
(Name of issuer of the securities held pursuant  
to the Plan and the address of its principal executive office)

PROCESSED  
MAR 29 2005  
THOMSON  
FINANCIAL

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Annual Report on Form 11-K**

**December 31, 2004**

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**KPMG LLP**  
1601 Market Street  
Philadelphia, PA 19103-2499

## **Report of Independent Registered Public Accounting Firm**

The Compensation Committee of the  
Technitrol, Inc. Board of Directors:

We have audited the accompanying statements of financial position of the Technitrol, Inc. 2001 Employee Stock Purchase Plan (the "Plan") as of December 31, 2004 and 2003 and the related statements of changes in plan equity for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Plan as of December 31, 2004 and 2003 and the changes in plan equity for the years then ended in conformity with U.S. generally accepted accounting principles.

**KPMG LLP**

March 23, 2005

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Statements of Financial Position**

December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
PLAN ASSETS		
Participants' contributions due from Technitrol, Inc.	\$ <u>      --</u>	\$ <u>350,483</u>
PLAN EQUITY		
Net assets available for plan participants	\$ <u>      --</u>	\$ <u>350,483</u>

See accompanying Notes to Financial Statements.

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Statements of Changes in Plan Equity**

For the years ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Participant contributions	\$343,450	\$887,312
Purchase and distribution of Technitrol, Inc. common stock to participants	691,491	950,504
Distributions to participants	<u>2,442</u>	<u>--</u>
Net (decrease) in plan equity	(350,483)	(63,192)
Plan equity at beginning of the period	<u>350,483</u>	<u>413,675</u>
Plan equity at end of period	\$ <u><u>--</u></u>	\$ <u><u>350,483</u></u>

See accompanying Notes to Financial Statements.

## Technitrol, Inc. 2001 Employee Stock Purchase Plan

### Notes to Financial Statements

#### (1) Description of the Plan

The following description of the Technitrol, Inc. 2001 Employee Stock Purchase Plan (the "Plan") provides general information only. Participants should refer to the Plan prospectus for more complete information.

The Plan is an employee stock purchase plan that allows substantially all full-time employees of Technitrol, Inc. and its subsidiaries (the "Company") to purchase shares of the Company's common stock at a discount. Generally, employees who elect to participate may purchase, through payroll deductions, up to 10% of their base compensation, not to exceed \$25,000 of the Company's common stock in any calendar year. The maximum amount of \$25,000 is based on the fair value of the Company's common stock on the first day of the offering period in which the shares are purchased. The purchase price is the lower of 85% of the fair market value of the common stock on the first day of the offering period or 85% of the fair market value of the common stock on the last day of the purchase period. The committee that administers the Plan may change the percentage of fair market value in determining the purchase price in any future offering period, but not below 85%. Offering periods and purchase periods are six months. At any time, a participant may withdraw from the Plan during the offering period by giving written notice to the Company. In the event a participant terminates employment with the Company for any reason (including death), his or her participation in the Plan terminates as well, and all accumulated payroll deductions credited to the participant's account under the Plan will be paid to the participant (or the participant's estate), without interest, except as required by local law.

The Plan was adopted by the Board of Directors in 2001 and approved by the stockholders of the Company in May 2001. As of December 31, 2004 and 2003, 1,000,000 shares of common stock are authorized for issuance under the Plan and that amount can increase annually as specified in the Plan document. In 2003, the Board of Directors determined that no increase for 2003 or 2004 should be made. As of December 31, 2004 and 2003, there were 812,099 and 856,798 shares, respectively, available for issuance under the Plan.

The Plan was suspended by the Board of Directors in 2004 following an evaluation of its affiliated expense and perceived value by employees. Of the 812,099 shares available for issuance under the Plan as of December 31, 2004, all shares remain available for future issuance should the Plan be reinstated by the Board of Directors. Following the purchase period which ended July 31, 2004, there were no additional shares purchased from the Plan and the Plan did not receive any contributions from participants. Participant contributions due from the Company were distributed to the participants following the July 31, 2004 purchase period. Distributions to participants were \$2,442 in 2004. At December 31, 2004 and 2003, there were 0 and 308 participants in the Plan, respectively.

The Plan uses the accrual basis of accounting. Purchases of shares of the Company's common stock are recorded on a trade date basis.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of Plan assets and equity and the reported amounts of changes in Plan equity during the reporting period. Actual results could differ from those estimates.

(2) Purchase and Distribution of Shares

Purchases are made by the participant under the terms of the Plan, and the shares purchased are distributed to the individual participant. The purchase price is the lower of 85% of the fair market value of the common stock on the first day of the offering period or 85% of the fair market value of the common stock on the last day of the purchase period.

(3) Participants' Contributions

Participant contributions during 2004 and 2003 were \$343,450 and \$887,312, respectively.

Participant contributions due from the Company were \$0 and \$350,483 as of December 31, 2004 and 2003, respectively. Participant contributions due from the Company represent payroll deductions retained by the Company to purchase shares for participants under the Plan.

(4) Administrative Expenses of the Plan

All administrative expenses of the Plan are paid by the Company. Brokerage fees for the subsequent sale of shares by participants are paid by the participants.

(5) Federal Income Tax

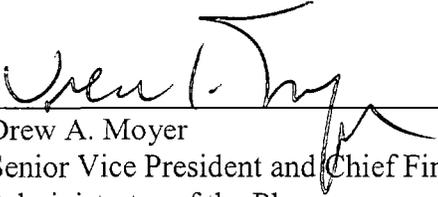
The Plan is intended to qualify under the provisions of Section 423 of the Internal Revenue Code of 1986, as amended. Under existing federal income tax laws, the Plan is not subject to federal income tax. When shares of stock are sold by a participant, any gain or loss must be recognized by that participant.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**  
(Name of Plan)

Date March 23, 2005

  
\_\_\_\_\_  
Drew A. Moyer  
Senior Vice President and Chief Financial Officer  
Administrator of the Plan

## EXHIBIT INDEX

### DOCUMENT

23. Consent of Independent Registered Public Accounting Firm

**EXHIBIT 23**

**Consent of Independent Registered Public Accounting Firm**

The Compensation Committee of the  
Technitrol, Inc. Board of Directors:

We consent to incorporation by reference in the registration statement (No. 333-64060) on Form S-8 of Technitrol, Inc. of our report dated March 23, 2005 relating to the statements of financial position of the Technitrol, Inc. 2001 Employee Stock Purchase Plan ("the Plan") as of December 31, 2004 and 2003, and the related statements of changes in plan equity for each of the years then ended, which report is included in the December 31, 2004 annual report on Form 11-K of the Technitrol, Inc. 2001 Employee Stock Purchase Plan.

**KPMG LLP**

Philadelphia, Pennsylvania  
March 23, 2005