



05059034

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. 401(k) Retirement Savings Plan

(Full title of the Plan and address of the Plan, if different from that of the issuer named below.)

Technitrol, Inc.  
1210 Northbrook Drive, Suite 470  
Treose, PA 19053

(Name of issuer of the securities held pursuant  
to the Plan and the address of its principal executive office)

PROCESSED

JUN 29 2005

THOMSON  
FINANCIAL



TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2004 and 2003

(With Report of Independent Registered Public Accounting Firm Thereon)

---

TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

December 31, 2004

INDEX

	Page
Report of Independent Registered Public Accounting Firm	3
Statements of Net Assets Available for Plan Benefits, December 31, 2004 and 2003	4
Statements of Changes in Net Assets Available for Plan Benefits, Years ended December 31, 2004 and December 31, 2003	5
Notes to Financial Statements	6
Signatures	11
Exhibit Index	12
Consent of Independent Registered Public Accounting Firm	13



**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 net assets available for plan benefits of the Technitrol, Inc. 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2004 and 2003, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements and the schedule referred to below 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 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 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 net assets available for plan benefits as of December 31, 2004 and 2003, and the changes in net assets available for plan benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

**KPMG LLP**

June 9, 2005

TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
<b>Assets:</b>		
<b>Contribution receivable:</b>		
Employer	\$ 11,008	\$ 11,605
Employee	25,373	21,327
<b>Investments:</b>		
<b>Fidelity funds:</b>		
Retirement Money Market Portfolio	1,693,683	1,633,684
U.S. Bond Index Fund	496,809	505,116
Equity-Income Fund	1,157,839	843,482
Freedom 2000 Fund	368,711	427,959
Freedom 2010 Fund	1,039,177	1,074,775
Freedom 2015 Fund	19,279	--
Freedom 2020 Fund	926,613	853,030
Freedom 2025 Fund	930	--
Freedom 2030 Fund	723,624	677,674
Freedom 2040 Fund	23,446	14,745
Freedom Income Fund	107,578	112,592
Aggressive Growth Fund	609,084	767,152
Blue Chip Growth Fund	1,810,624	1,504,534
Dividend Growth Fund	1,275,142	1,195,968
Low-Priced Stock Fund	1,361,447	861,597
Spartan U.S. Equity Index Fund	1,319,464	1,038,845
Diversified International Fund	990,757	693,471
Technitrol, Inc. Common Stock	3,097,778	4,469,154
Vanguard Small-Cap Index Fund	38,691	--
Participant loans	<u>350,322</u>	<u>344,882</u>
Total investments	<u>17,410,998</u>	<u>17,018,660</u>
Net assets available for plan benefits	<u>\$17,447,379</u>	<u>\$ 17,051,592</u>

See accompanying notes to financial statements.

TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Additions to net assets attributed to:		
Interest and dividends	\$ 304,220	\$ 211,477
Contributions:		
Employer	609,180	615,261
Employee	1,046,018	1,077,270
Rollover	591	58,928
Net appreciation in fair value of investments	<u>349,910</u>	<u>3,015,764</u>
Total additions	<u>2,309,919</u>	<u>4,978,700</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,900,637	2,153,903
Deemed distributions of participant loans	--	7,766
Administrative expenses	<u>13,495</u>	<u>14,680</u>
Total deductions	<u>1,914,132</u>	<u>2,176,349</u>
Net increase in net assets available for plan benefits	395,787	2,804,351
Net assets available for plan benefits:		
Beginning of year	<u>17,051,592</u>	<u>14,249,241</u>
End of year	<u>\$17,447,379</u>	<u>\$17,051,592</u>

See accompanying notes to financial statements.

# TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

## Notes to Financial Statements

December 31, 2004 and 2003

### **(1) Description of Plan**

The following description of the Technitrol, Inc. (the Company) 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

#### *General*

The Plan is a defined contribution plan covering certain domestic full-time and part-time employees of the Company, except for those employees covered by certain collective bargaining agreements and leased employees. Full-time employees are eligible to participate in the Plan on the first day of the month following their date of employment. Part-time employees are eligible to participate in the Plan, on the first day of the month following their completion of at least 1,000 hours of service during a twelve-month eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### *Contributions*

Participants may contribute up to the lesser of 60 percent (60%) or \$13,000 in 2004, \$12,000 in 2003, of their annual wages excluding stock option income, restricted stock income and related payments, employee stock purchase plan income, sick pay, severance, reimbursements or other expense allowances, fringe benefits, moving expenses, and deferred compensation and welfare benefits and including salary reduction contributions made to the Company sponsored cafeteria plan. This contribution is subject to the limit provided by Section 402 (g) (5) of the Internal Revenue Code. The Company contributes a matching amount equal to 100 percent (100%) of an employee's contribution up to a maximum of four percent (4%) of the participant's qualified annual wages.

#### *Participant Accounts*

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company contribution, (b) the appreciation or depreciation in the fair market value of investments, (c) the income or losses on investments, and (d) administrative expenses for the third party record keeper. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's accounts. At December 31, 2004, there were no participant accounts for which participants have been terminated but have not received requested payout. The participants must direct how their contributions are to be invested.

#### *Vesting*

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Effective September 1, 1999, the Company matching contributions made to the Plan on or after that date are immediately and fully vested. Vesting of Company matching contributions made to the Plan prior to September 1, 1999, are based on years of service. After completing two years of service, participants are 20 percent (20%) vested and receive 20 percent (20%) for each year of service thereafter. Participants are 100 percent (100%) vested after six years of credited service. In the event a plan participant terminates employment prior to fully vesting in employer contributions, any forfeited amounts may be utilized to offset future company matching contributions. Forfeited amounts utilized to offset Company matching contributions were \$577 and \$234 in the Plan years ended December 31, 2004 and 2003, respectively.

## TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

### Notes to Financial Statements, continued

#### *Participant Notes Receivable*

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent (50%) of a participant's account balance, reduced by the participant's highest outstanding loan balance during the prior twelve-month period. Loan terms range from one through five years or up to ten years for the purchase of a primary residence. Interest rates are determined by the Plan Administrator based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest is paid at least quarterly by payroll deductions. A participant may have one only loan outstanding at a time.

#### *Distributions Due to Death*

The full amount of a participant's account balance will be payable to their beneficiary upon death. If the participant is married the spouse will automatically be named the beneficiary unless the surviving spouse consents to naming a non-spouse beneficiary. If the participant has no surviving spouse and did not name another beneficiary, the account balance will be paid to the participant's estate.

#### *Distributions Due to Disability*

If disabled, participants are eligible to receive the full amount of their account balance. Participants are considered eligible for distributions should they meet all requirements under the Federal Social Security Act.

#### *Distributions Due to Retirement*

Participants may receive the full amount of their account balance upon retirement. Normal retirement under the Plan occurs when age 65 is attained. Should participants continue to work beyond 65, they may continue participating in the Plan. However, participants must receive their entire account balance by April 1 following the year in which they attain age 70 ½, even if the participant is still working.

#### *Distributions Due to Termination*

Upon termination of service for any reason other than retirement, disability, or death, participants will receive a lump sum distribution of their vested accrued benefit. Should a participant's accrued benefit exceed \$5,000, the participant may elect a lump sum distribution or have the accrued benefit remain in the Plan.

#### *Plan Administration*

All third party record keeping fees incurred by the Plan are paid by participants. All other administrative costs of the Plan are paid by the Company.

# TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

## Notes to Financial Statements, continued

### (2) Summary of Accounting Policies

#### *Basis of Accounting*

The accompanying financial statements have been prepared on the accrual basis and present net assets available for plan benefits and changes in those net assets.

#### *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of net assets available for plan benefits, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

#### *Investment Valuation*

The Plan's investments are stated at fair value. Share of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The Company stock is valued at its quoted market price. Participant notes receivable are valued at cost which approximates fair value.

Purchase and sale of securities are on a trade-date basis. Dividends are recorded on the ex-dividend date.

#### *Payment of Benefits*

Benefits are recorded when paid.

### (3) Investments

At December 31, 2004 and 2003, the following investments comprised 5% or more of the Plan's net assets available for plan benefits.

	Current Value	
	2004	2003
Fidelity Retirement Money Market Portfolio	1,693,683	1,633,684
Fidelity Freedom 2010 Fund	1,039,177	1,074,775
Fidelity Freedom 2020 Fund	926,613	853,030
Fidelity Blue Chip Growth Fund	1,810,624	1,504,534
Equity-Income Fund	1,157,839	843,482
Diversified International Fund*	990,757	693,471
Fidelity Dividend Growth Fund	1,275,142	1,195,968
Fidelity Spartan U.S. Equity Index Fund	1,319,464	1,038,845
Fidelity Low-Priced Stock Fund	1,361,447	861,597
Technitrol, Inc. Common Stock	3,097,778	4,469,154

\* Less than 5% of the Plan's net assets available for benefits in the prior year.

# TECHNITROL, INC. 401(K) RETIREMENT SAVINGS PLAN

## Notes to Financial Statements, continued

During 2004 and 2003 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$349,899 and \$3,015,764 as follows:

	<u>2004</u>	<u>2003</u>
Mutual funds	\$ 872,068	\$1,930,670
Common stock	<u>(522,158)</u>	<u>1,085,094</u>
	<u>\$ 349,910</u>	<u>\$3,015,764</u>

The fair value of Technitrol, Inc. Common Stock in the Plan at December 31, 2004 and 2003 was \$3,097,778 and \$4,469,154, representing 170,208 shares at December 31, 2004 and 215,485 shares at December 31, 2003.

### **(4) Related-Party Transactions**

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Participants may elect to invest in the Company's common stock which also qualifies as a party-in-interest transaction. Effective March 31, 2003, participants may not invest more than 15% of a current contribution in Technitrol, Inc. Common Stock.

### **(5) Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent (100%) vested in their accounts.

### **(6) Tax Status**

The Internal Revenue Service has determined and informed the Company by a letter dated September 15, 2004, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

### **(7) Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

## TECHNITROL, INC. 401(k) RETIREMENT SAVINGS PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2004

<u>Description</u>	<u>Current Value</u>
Fidelity funds*:	
Retirement Money Market Portfolio	\$ 1,693,683
U.S. Bond Index Fund	496,809
Equity-Income Fund	1,157,839
Freedom 2000 Fund	368,711
Freedom 2010 Fund	1,039,177
Freedom 2015 Fund	19,279
Freedom 2020 Fund	926,613
Freedom 2025 Fund	930
Freedom 2030 Fund	723,624
Freedom 2040 Fund	23,446
Freedom Income Fund	107,578
Aggressive Growth Fund	609,084
Blue Chip Growth Fund	1,810,624
Dividend Growth Fund	1,275,142
Low-Priced Stock Fund	1,361,447
Spartan U.S. Equity Index Fund	1,319,464
Diversified International Fund	990,757
Technitrol, Inc. Common Stock*	3,097,778
Vanguard Small-Cap Index Fund	38,691
Participant loans*	<u>350,322</u>
Total investments	<u>\$17,410,998</u>

\*Fidelity Management Trust Company, Technitrol, Inc., and Participant loans are related parties of the Plan and are considered party-in-interest transactions.

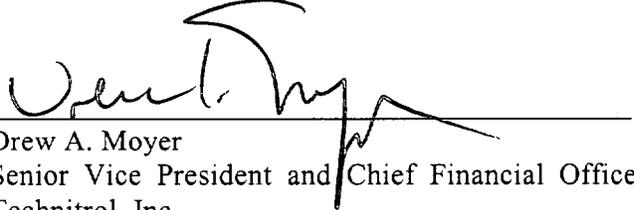
\*See accompanying Report of Independent Registered Public Accounting Firm.

SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Technitrol, Inc. 401(k) Retirement Savings Plan**  
(Name of Plan)

Date: June 23, 2005

  
Drew A. Moyer  
Senior Vice President and Chief Financial Officer,  
Technitrol, Inc.

## EXHIBIT INDEX

### DOCUMENT

23. Consent of Independent Registered Public Accounting Firm

**Consent of Independent Registered Public Accounting Firm**

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

We consent to the incorporation by reference in the Registration Statement (No. 033-35334) on Form S-8 of Technitrol, Inc. of our report dated June 9, 2005, with respect to the statements of net assets available for plan benefits of Technitrol, Inc. 401(k) Retirement Savings Plan as of December 31, 2004 and 2003, the related statements of changes in net assets available for plan benefits for the years then ended, and the related supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2004, which report appears in the December 31, 2004 annual report on Form 11-K of Technitrol, Inc. 401(k) Retirement Savings Plan.

KPMG LLP

Philadelphia, Pennsylvania  
June 23, 2005