

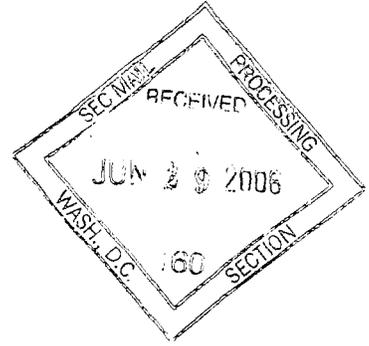


06037393

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, 2005

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  
Trevoze, PA 19053

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

*B*  
PROCESSED  
JUL 03 2006  
THOMSON  
FINANCIAL

TECHNITROL, INC. 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2005 and 2004

(With Report of Independent Registered Public Accounting Firm Thereon)

TECHNITROL, INC. 401(k) RETIREMENT SAVINGS PLAN

INDEX

	Page
Report of Independent Registered Public Accounting Firm	4
Statements of Net Assets Available for Plan Benefits, December 31, 2005 and 2004	5
Statements of Changes in Net Assets Available for Plan Benefits, Years ended December 31, 2005 and December 31, 2004	6
Notes to Financial Statements	7
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	11
Signatures	12
Exhibit Index	13
Consent of Independent Registered Public Accounting Firm	14



**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, 2005 and 2004, 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 of the Plan as of December 31, 2005 and 2004, 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 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**

Philadelphia, Pennsylvania  
June 28, 2006

TECHNITROL, INC. 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Assets:		
Contribution receivable:		
Employer	\$ 42,217	\$ 11,008
Employee	36,205	25,373
Investments:		
Fidelity funds:		
Retirement Money Market Portfolio	1,552,334	1,693,683
U.S. Bond Index Fund	388,142	496,809
Equity-Income Fund	1,229,442	1,157,839
Freedom 2000 Fund	299,554	368,711
Freedom 2010 Fund	953,479	1,039,177
Freedom 2015 Fund	27,745	19,279
Freedom 2020 Fund	961,883	926,613
Freedom 2025 Fund	3,945	930
Freedom 2030 Fund	791,487	723,624
Freedom 2040 Fund	88,819	23,446
Freedom Income Fund	98,437	107,578
Aggressive Growth Fund	545,681	609,084
Blue Chip Growth Fund	1,703,530	1,810,624
Dividend Growth Fund	1,194,576	1,275,142
Low-Priced Stock Fund	1,589,783	1,361,447
Spartan U.S. Equity Index Fund	1,203,275	1,319,464
Diversified International Fund	1,187,097	990,757
Technitrol, Inc. Common Stock	2,196,709	3,097,778
Vanguard Small-Cap Index Fund	113,652	38,691
Participant loans	<u>218,102</u>	<u>350,322</u>
Total investments	<u>16,347,672</u>	<u>17,410,998</u>
Net assets available for plan benefits	<u>\$16,426,094</u>	<u>\$17,447,379</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, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Additions to net assets attributed to:		
Interest and dividends	\$ 471,481	\$ 304,220
Contributions:		
Employer	551,905	609,180
Employee	949,314	1,046,018
Rollover	30,014	591
Net appreciation in fair value of investments	<u>149,614</u>	<u>349,910</u>
Total additions	<u>2,152,328</u>	<u>2,309,919</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,158,319	1,900,637
Deemed distributions of participant loans	1,415	--
Administrative expenses	<u>13,879</u>	<u>13,495</u>
Total deductions	<u>3,173,613</u>	<u>1,914,132</u>
Net (decrease) increase in net assets available for plan benefits	(1,021,285)	395,787
Net assets available for plan benefits:		
Beginning of year	<u>17,447,379</u>	<u>17,051,592</u>
End of year	<u>\$16,426,094</u>	<u>\$17,447,379</u>

See accompanying notes to financial statements.

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

## Notes to Financial Statements

December 31, 2005 and 2004

### (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. Employees are eligible to participate in the Plan on the first day of the month following their date of employment. 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 \$14,000 in 2005, \$13,000 in 2004, 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. The participants must direct how their contributions are to be invested.

#### *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, 2005, there were no participant accounts for which participants have been terminated but have not received requested payout.

#### *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 \$0 and \$577 in the Plan years ended December 31, 2005 and 2004, 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, only if they are employed by the Company on the date they become disabled. 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.

## **(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.

TECHNITROL, INC. 401(k) RETIREMENT SAVINGS PLAN

Notes to Financial Statements, continued

*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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

*Investment Valuation*

The Plan's investments are stated at fair value. Shares 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, 2005 and 2004, the following investments comprised 5% or more of the Plan's net assets available for plan benefits.

	<u>Current Value</u>	
	<u>2005</u>	<u>2004</u>
Fidelity Retirement Money Market Portfolio	1,552,334	1,693,683
Fidelity Freedom 2010 Fund	953,479	1,039,177
Fidelity Freedom 2020 Fund	961,883	926,613
Fidelity Blue Chip Growth Fund	1,703,530	1,810,624
Fidelity Equity-Income Fund	1,229,442	1,157,839
Fidelity Diversified International Fund	1,187,097	990,757
Fidelity Dividend Growth Fund	1,194,576	1,275,142
Fidelity Spartan U.S. Equity Index Fund	1,203,275	1,319,464
Fidelity Low-Priced Stock Fund	1,589,783	1,361,447
Technitrol, Inc. Common Stock	2,196,709	3,097,778

During 2005 and 2004, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$149,614 and \$349,899 as follows:

	<u>2005</u>	<u>2004</u>
Mutual funds	\$ 434,550	\$ 872,068
Common stock	<u>(284,936)</u>	<u>(522,158)</u>
	<u>\$ 149,614</u>	<u>\$ 349,910</u>

The fair value of Technitrol, Inc. Common Stock in the Plan at December 31, 2005 and 2004 was \$2,196,709 and \$3,097,778, representing 128,379 shares at December 31, 2005 and 170,208 shares at December 31, 2004.

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

Notes to Financial Statements, continued

## (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. 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.

## (8) Differences between Financial Statements and Form 5500

The following reconciles the IRS Form 5500 to the financial statements at December 31, 2005 for the net assets available for plan benefits and contributions:

Net assets available for plan benefits per IRS Form 5500	\$ 16,347,672
Contribution receivable, including participant loans' accrual	<u>78,422</u>
Net assets available for plan benefits per financial statements	\$ <u>16,426,094</u>
Contributions per IRS Form 5500	\$ 1,452,811
Contribution receivable	<u>78,422</u>
Contributions per financial statements	\$ <u>1,531,233</u>

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

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

December 31, 2005

<u>Investment</u>	<u>Description</u>	<u>Current Value</u>
Fidelity Retirement Money Market Portfolio*	Mutual Fund	\$ 1,552,334
Fidelity U.S. Bond Index Fund*	Mutual Fund	388,142
Fidelity Equity-Income Fund*	Mutual Fund	1,229,442
Fidelity Freedom 2000 Fund*	Mutual Fund	299,554
Fidelity Freedom 2010 Fund*	Mutual Fund	953,479
Fidelity Freedom 2015 Fund*	Mutual Fund	27,745
Fidelity Freedom 2020 Fund*	Mutual Fund	961,883
Fidelity Freedom 2025 Fund*	Mutual Fund	3,945
Fidelity Freedom 2030 Fund*	Mutual Fund	791,487
Fidelity Freedom 2040 Fund*	Mutual Fund	88,819
Fidelity Freedom Income Fund*	Mutual Fund	98,437
Fidelity Aggressive Growth Fund*	Mutual Fund	545,681
Fidelity Blue Chip Growth Fund*	Mutual Fund	1,703,530
Fidelity Dividend Growth Fund*	Mutual Fund	1,194,576
Fidelity Low-Priced Stock Fund*	Mutual Fund	1,589,783
Fidelity Spartan U.S. Equity Index Fund*	Mutual Fund	1,203,275
Fidelity Diversified International Fund*	Mutual Fund	1,187,097
Technitrol, Inc. Common Stock*	Common Stock, 128,379 shares	2,196,709
Vanguard Small-Cap Index Fund	Mutual Fund	113,652
Participant loans*	5.75%-10.0%, 1 to 9 years	<u>218,102</u>
Total investments		<u>\$16,347,672</u>

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

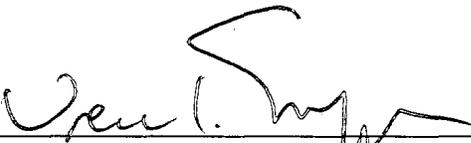
See accompanying Report of Independent Registered Public Accounting Firm.

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 28, 2006

  
\_\_\_\_\_  
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 28, 2006, with respect to the statements of net assets available for plan benefits of Technitrol, Inc. 401(k) Retirement Savings Plan as of December 31, 2005 and 2004, the related statements of changes in net assets available for benefits for the years then ended, and the related supplemental schedule of assets (held at end of year) as of December 31, 2005, which report appears in the December 31, 2005 annual report on Form 11-K of Technitrol, Inc. 401(k) Retirement Savings Plan.

Philadelphia, Pennsylvania  
June 28, 2006

*KPMG LLP*