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STANDEX INTERNATIONAL CORP/DE/
Form 10-K/A
March 09, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

[X] AMENDMENT NO. 2 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2003 Commission File Number 1-7233

STANDEX INTERNATIONAL CORPORATION
(Exact name of Registrant as specified in its Charter)

DELAWARE 31-0596149
(State of incorporation) (I.R.S. Employer Identification No.)

6 MANOR PARKWAY, SALEM, NEW HAMPSHIRE 03079
(Address of principal executive office) (Zip Code)

(603) 893-9701
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE
SECURITIES EXCHANGE ACT OF 1934:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, Par Value \$1.50 Per Share | New York Stock Exchange |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [X] No []

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant at the close of business on July 31, 2003 was approximately \$263,000,000. Registrant's closing price as reported on the New York Stock Exchange for July 31, 2003 was \$22.42 per share.

The number of shares of Registrant's Common Stock outstanding on August 29, 2003 was 12,176,299.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Registrant's 2003 Annual Meeting of

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Stockholders (Part III) of this report are incorporated by reference.

EXPLANATORY NOTE

This Amendment No. 2 to the Standex International Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2003 (the "Form 10-K") is being filed for the purpose of correcting An error in the version filed electronically with the Securities and Exchange Commission. The cover page to the Registrant's Form 10-K unintentionally omitted the legend that the Registrant is an accelerated filer. No other changes are being made by means of this filing.

The Registrant hereby amends its cover page in the previously filed version attached to its Annual Report on Form 10-K by replacing it with the cover page attached hereto and incorporated in the Form 10-K for the fiscal year ended June 30, 2003 by this reference.

ITEM 15. EXHIBITS, FINANCIAL SCHEDULES AND REPORTS ON FORM 8-K

The following additional exhibits are filed herewith:

EXHIBITS

- 31.3 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.4 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the undersigned persons on behalf of Standex International Corporation and in the capacities indicated.

STANDEX INTERNATIONAL CORPORATION
(Registrant)

Date: March 9, 2004

By: /s/ROGER L. FIX
Roger L. Fix
President/Chief Executive Officer

EXHIBIT INDEX

The following exhibits are filed as part of this report on Form 10-K/A

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

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For the fiscal year ended
June 30, 2003

Commission File Number 1-7233

STANDEX INTERNATIONAL CORPORATION
(Exact name of Registrant as specified in its Charter)

DELAWARE
(State of incorporation)

31-0596149
(I.R.S. Employer Identification No.)

6 MANOR PARKWAY, SALEM, NEW HAMPSHIRE
(Address of principal executive office)

03079
(Zip Code)

(603) 893-9701
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| Common Stock, Par Value \$1.50 Per Share | Which Registered New York Stock Exchange |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). YES NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant at the close of business on July 31, 2003 was approximately \$263,000,000. Registrant's closing price as reported on the New York Stock Exchange for July 31, 2003 was \$22.42 per share.

The number of shares of Registrant's Common Stock outstanding on August 29, 2003 was 12,176,299.

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