

FEDERAL SIGNAL CORP /DE/  
Form 8-K  
December 08, 2010

**UNITED STATES  
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): December 3, 2010**

**Federal Signal Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-6003  
(Commission File  
Number)

36-1063330  
(IRS Employer  
Identification No.)

1415 W. 22nd Street, Oak Brook, Illinois  
(Address of principal executive offices)

60523  
(Zip Code)

(630) 954-2000

(Registrant's telephone number, including area code)

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 3, 2010, the Compensation and Benefits Committee of the Board of Directors of Federal Signal Corporation (the Company ) approved an increase in compensation for Jennifer L. Sherman, the Company's Senior Vice President, General Counsel, Secretary and Chief Administrative Officer. The change in compensation is made in connection with Ms. Sherman's assumption of the additional role of Chief Administrative Officer, effective November 1, 2010. Ms. Sherman's compensation package includes an annual salary of \$325,000 and, effective 2011, a target annual bonus opportunity set to 60% of her annual base salary.

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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 thereunto duly authorized.

FEDERAL SIGNAL CORPORATION

Dated: December 8, 2010

By: /s/ William G. Barker, III  
William G. Barker, III  
Senior Vice President and Chief  
Financial Officer