

ENPRO INDUSTRIES INC
Form 8-K
June 24, 2005

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):

May 10, 2005

EnPro Industries, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction
of incorporation)

001-31225

(Commission
File Number)

01-0573945

(I.R.S. Employer
Identification No.)

5605 Carnegie Boulevard, Suite 500, Charlotte,
North Carolina

(Address of principal executive offices)

28209

(Zip Code)

Registrant's telephone number, including area code:

704-731-1500

Not Applicable

Former name or former address, if changed since last report

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 1.01 Entry into a Material Definitive Agreement.

On May 10, 2005, the shareholders of EnPro Industries, Inc. (the "Company") approved an amendment and restatement of the Company's Amended and Restated 2002 Equity Compensation Plan. The description of the amended and restated plan, as set forth under the heading, "Proposal 3 – Approval of Amendment and Restatement of the Amended and Restated 2002 Equity Compensation Plan" in the Company's Proxy Statement dated March 29, 2005, is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit 10.1 – EnPro Industries, Inc. 2002 Equity Compensation Plan (2005 Amendment and Restatement) (incorporated by reference to Appendix A to the Proxy Statement on Schedule 14A dated March 29, 2005 filed by EnPro Industries, Inc.)

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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 hereunto duly authorized.

EnPro Industries, Inc.

June 24, 2005

By: *Richard L. Magee*

Name: Richard L. Magee

Title: Senior Vice President, General Counsel and Secretary

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| Exhibit No. | Description |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1 | EnPro Industries, Inc. 2002 Equity Compensation Plan (2005 Amendment and Restatement) (incorporated by reference to Appendix A to the Proxy Statement on Schedule 14A dated March 29, 2005 filed by EnPro Industries, Inc.) |