

FEDERAL SIGNAL CORP /DE/
Form DEFA14A
April 21, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FEDERAL SIGNAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

News From

REGENCY TOWERS, 1415 W. 22ND ST., OAK BROOK, ILLINOIS 60523

FOR IMMEDIATE RELEASE

**PROXY GOVERNANCE RECOMMENDS FEDERAL SIGNAL STOCKHOLDERS VOTE FOR
ALL THREE OF FEDERAL SIGNAL S DIRECTOR NOMINEES ON
THE WHITE PROXY CARD**

Third Independent Proxy Advisory Firm Endorses Federal Signal s Director Nominees

OAK BROOK, Ill., April 21 Federal Signal Corporation (NYSE: FSS), a leader in advancing security and well-being, today announced that PROXY Governance, Inc., a leading independent proxy advisory firm, recommends that Federal Signal stockholders support all three of the Company s director nominees at Federal Signal s 2009 Annual Meeting of Stockholders to be held on April 29, 2009.

PROXY Governance is the third leading independent proxy advisory firm to recommend that stockholders vote in favor of Federal Signal s director nominees. As previously announced, RiskMetrics Group/ISS Governance Services and Glass Lewis & Co. also recommended that Federal Signal stockholders vote FOR all of the Board s director nominees. The analyses and recommendations of these three proxy advisory firms are relied upon by hundreds of major institutional investment firms, mutual funds and fiduciaries throughout the United States.

In its April 20, 2009 report recommending that Federal Signal stockholders elect all three of the Board s nominees, PROXY Governance stated "...we believe the board has demonstrated appropriate oversight and a commitment to accountability to shareholders. As it has only recently installed a new CEO with the operational experience to match the needs of its strategic plan, moreover, we believe shareholders would be best served by supporting the incumbent directors, including the new CEO, who are up for election at this meeting."¹

Federal Signal urges stockholders to follow the RiskMetrics, Glass Lewis and PROXY Governance recommendations by signing, dating and returning the WHITE proxy card today. For additional information on how to vote their shares, stockholders should call Innisfree M&A Incorporated, toll-free, at (877) 800-5186.

TIME IS SHORT AND YOUR VOTE IS IMPORTANT!

**To ensure that your vote is represented at the meeting, we urge you to vote TODAY
by Internet or telephone by following the simple instructions
on your WHITE proxy card**

¹ Permission to use quotations was neither sought nor obtained.

If you have questions about how to vote your shares, or need additional assistance, please contact the firm assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED
Stockholders Call Toll-Free: (877) 800-5186
Banks and Brokers Call Collect: (212) 750-5833

About Federal Signal

Federal Signal Corporation (NYSE: FSS) enhances the safety, security and well-being of communities and workplaces around the world. Founded in 1901, Federal Signal is a leading global designer and manufacturer of products and total solutions that serve municipal, governmental, industrial and institutional customers. Headquartered in Oak Brook, Ill., with manufacturing facilities worldwide, the Company operates three groups: Safety and Security Systems, Environmental Solutions and Fire Rescue. For more information on Federal Signal, visit:

<http://www.federalsignal.com>.

Forward-Looking Language

This news release may contain words such as may, will, believe, expect, anticipate, intend, plan, project, objective or the negative thereof or similar terminology concerning Federal Signal's future financial performance, business strategy, plans, goals and objectives. These expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include information concerning Federal Signal's possible or assumed future performance or results of operations and are not guarantees. While these statements are based on assumptions and judgments that management has made in light of industry experience as well as perceptions of historical trends, current conditions, expected future developments and other factors believed to be appropriate under the circumstances, they are subject to risks, uncertainties and other factors that may cause Federal Signal's actual results, performance or achievements to be materially different from those stated. Such risks and uncertainties include but are not limited to: economic conditions in various regions, product and price competition, supplier and raw material prices, foreign currency exchange rate changes, interest rate changes, increased legal expenses and litigation results, legal and regulatory developments and other risks and uncertainties described in filings with the Securities and Exchange Commission (SEC).

Important Information

In connection with the solicitation of proxies, on March 30, 2009, Federal Signal filed with the SEC and, on March 31, 2009, mailed to stockholders a definitive proxy statement and a WHITE proxy card for its 2009 Annual Meeting of Stockholders. Stockholders may obtain Federal Signal's proxy statement, a WHITE proxy card and any amendments or supplements and other documents for free by contacting Innisfree M&A Incorporated toll-free at (877) 800-5186.

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