

FEDERAL SIGNAL CORP /DE/  
Form 8-K  
January 21, 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): January 20, 2010**

**Federal Signal Corporation**

(Exact name of registrant as specified in its charter)

Delaware

001-6003

36-1063330

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

1415 W. 22nd Street, Oak Brook, Illinois 60523  
(Address of principal executive offices) (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 1.01 Execution of a Material Definitive Agreement**

David McConnaughey's employment with Federal Signal Corporation (the Company) was terminated effective December 31, 2009. Mr. McConnaughey was the President of the Company's Safety and Securities Systems Group. Effective January 20, 2010, the Company entered into an agreement with Mr. McConnaughey which provides that the Company will pay him \$524,800, which approximates his annual salary plus target annual bonus. The Company will also pay Mr. McConnaughey \$196,800, the amount of his unpaid annual target bonus for 2008. Mr. McConnaughey is also entitled to receive COBRA coverage at the active employee rate until the earlier of the expiration of eighteen months or the date he becomes eligible to receive other insurance coverage. The Company has also agreed to pay up to \$17,500 for executive outplacement related services. In exchange for the consideration provided by the Company, Mr. McConnaughey has executed a release in favor of the Company that includes non-competition and non-solicitation provisions.

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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: January 20, 2010

By: /s/ David Janek  
David Janek  
Vice President and Controller