

ENPRO INDUSTRIES, INC  
Form S-8  
December 21, 2011

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**ENPRO INDUSTRIES, INC.**

(Exact name of registrant, as specified in its charter)

North Carolina	01-0573945
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer) Identification No.)
5605 Carnegie Boulevard, Suite 500 Charlotte, North Carolina 28209	

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (704) 731-1500

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ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR HOURLY EMPLOYEES  
(f/k/a ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR HOURLY WORKERS)  
ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES  
(f/k/a ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR SALARIED WORKERS)

(Full title of the plans)

Richard L. Magee

Senior Vice President, General Counsel and Secretary

EnPro Industries, Inc.

5605 Carnegie Boulevard, Suite 500

Charlotte, North Carolina 28209

(Name and address of agent for service)

(704) 731-1523

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

	Amount to	Proposed maximum	Proposed maximum aggregate offering price	Amount of registration fee
Title of securities to be registered	be registered	offering price per unit	offering price	fee
Common stock, \$.01 par value (including associated preferred stock purchase rights (2))	600,000 (1)	\$32.91 (1)	\$19,746,000 (1)	\$2,262.90

- (1) In accordance with Rule 457(h)(1) of the Securities Act, the price for the shares is computed on the basis of the average high and low prices for the common stock of EnPro Industries, Inc. on December 19, 2011 as reported on the New York Stock Exchange.
- (2) Each share of common stock issued by EnPro Industries, Inc. will have one associated attached preferred stock purchase right under the Rights Agreement, dated as of May 31, 2002, between EnPro Industries, Inc. and The Bank of New York, as Rights Agent.

**INCORPORATION BY REFERENCE**

The registration statement registers 600,000 additional shares of common stock of EnPro Industries, Inc. (the Corporation ), under the EnPro Industries, Inc. Retirement Savings Plan for Hourly Employees (formerly known as the EnPro Industries, Inc. Retirement Savings Plan for Hourly Workers) and the EnPro Industries, Inc. Retirement Savings Plan for Salaried Employees (formerly known as the EnPro Industries, Inc. Retirement Savings Plan for Salaried Workers). Shares of common stock to be acquired pursuant to these Plans and an indeterminate number of interests in these Plans have previously been registered on Form S-8 (Registration No. 333-89576), the contents of which are hereby incorporated by reference.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document (which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on December 21, 2011.

ENPRO INDUSTRIES, INC.

By: /s/ Richard L. Magee  
Richard L. Magee  
Senior Vice President, General Counsel and  
Secretary

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ Stephen E. Macadam	President, Chief Executive Officer and Director	December 21, 2011
Stephen E. Macadam	(Principal Executive Officer)	
/s/ Alexander W. Pease	Senior Vice President and Chief Financial Officer	December 21, 2011
Alexander W. Pease	(Principal Financial Officer)	
/s/ Donald G. Pomeroy	Vice President and Controller	December 21, 2011
Donald G. Pomeroy	(Principal Accounting Officer)	
/s/ J.P. Bolduc	Director	December 21, 2011
J.P. Bolduc*		
/s/ Peter C. Browning	Director	December 21, 2011
Peter C. Browning*		
/s/ Diane C. Creel	Director	December 21, 2011
Diane C. Creel *		
/s/ Don DeFosset	Director	December 21, 2011
Don DeFosset*		
/s/ Gordon D. Harnett	Director	December 21, 2011
Gordon D. Harnett*		
/s/ David L. Hauser	Director	December 21, 2011

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David L. Hauser\*

/s/ Wilbur J. Prezzano, Jr.

Director

December 21, 2011

Wilbur J. Prezzano, Jr.\*

\* By: /s/ Robert S. McLean  
(Robert S. McLean, Attorney-in-Fact)

**EXHIBIT INDEX**

Exhibit Number	Description
4.1	EnPro Industries, Inc. Retirement Savings Plan for Hourly Employees, as amended
4.2	EnPro Industries, Inc. Retirement Savings Plan for Salaried Employees, as amended
4.3	Restated Articles of Incorporation of the Corporation (incorporated by reference to Exhibit 3.1 to the Form 10-Q for the period ended June 30, 2008 filed by EnPro Industries, Inc. (File No. 001-31225))
4.4	Amended Bylaws of the Corporation (incorporated by reference to Exhibit 3.1 to the Form 8-K/A dated August 30, 2011 (File No. 001-31225))
4.5	Form of certificate representing shares of common stock, par value \$0.01 per share, of the Corporation (incorporated by reference to Amendment No. 4 of the Corporation's registration statement on Form 10 (File No. 001-31225))
4.6	Rights Agreement between EnPro Industries, Inc. and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.7 to the registration statement on Form S-8 filed on May 31, 2002 by the Corporation, the EnPro Industries, Inc. Retirement Savings Plan for Hourly Workers and the EnPro Industries, Inc. Retirement Savings Plan for Salaried Workers (Registration No. 333-89576))
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Bates White, LLC
24.1	Power of Attorney of Stephen E. Macadam
24.2	Power of Attorney of J.P. Bolduc
24.3	Power of Attorney of Peter C. Browning
24.4	Power of Attorney of Diane C. Creel
24.5	Power of Attorney of Don DeFosset
24.6	Power of Attorney of Gordon D. Harnett
24.7	Power of Attorney of David L. Hauser
24.8	Power of Attorney of Wilbur J. Prezzano, Jr.

The Corporation undertakes that it will submit or has submitted each of the plans that are subject to ERISA and qualification under Section 401 of the Internal Revenue Code and any amendment thereto to the Internal Revenue Service ( IRS ) in a timely manner and has made or will make all changes required by the IRS in order to qualify such plans, to the extent required.