

STANDEX INTERNATIONAL CORP/DE/
Form DEF 14A
September 17, 2003

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

(Amendment No.)

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 Rule 14a-11(c) or Rule 14a-12

STANDEX INTERNATIONAL 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.

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

(logo) STANDEX

6 Manor Parkway
Salem, New Hampshire 03079

September 17, 2003

To the Stockholders of Standex International Corporation:

You are cordially invited to attend the Annual Meeting of Stockholders of Standex International Corporation which will be held at FleetBoston, 100 Federal Street, Boston, Massachusetts, on Tuesday, October 28, 2003 at 11:00 a.m.

We hope that you will be able to attend the meeting. However, whether or not you plan to attend in person, please vote your proxy card promptly, in accordance with the instructions on the card, in order to ensure that your shares will be represented. If you do attend the meeting, you may vote your shares personally.

This booklet includes the Notice of Annual Meeting and the Proxy Statement, which contain information about the formal business to be acted on by the stockholders. The meeting will also feature a report on the operations of your Company, followed by a question and discussion period.

Sincerely,

/s/ Roger L. Fix

Roger L. Fix
President/CEO

(logo) STANDEX

6 Manor Parkway
Salem, New Hampshire 03079

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of Standex International

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

Corporation (the "Company") will be held at FleetBoston, 100 Federal Street, Boston, Massachusetts, on Tuesday, October 28, 2003, at 11:00 a.m. local time for the following purposes:

1. To fix the number of directors at thirteen and to elect three directors to hold office for three-year terms ending on the date of the Annual Meeting of Stockholders in 2006;
2. To approve the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending June 30, 2004; and
3. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Stockholders of record at the close of business on September 8, 2003 will be entitled to notice of and to vote at the meeting.

Please vote by proxy using any one of the following methods:

- (a) Use the toll free telephone number shown on your proxy card or voting instructions form (if you receive proxy materials from a broker or a bank);
- (b) Visit the Internet Web site at: www.eproxyvote.com/sxi, or follow your broker's instructions relative to Internet voting; or
- (c) Mark, date, sign and mail your proxy card in the prepaid envelope provided.

By Order of the Board of Directors,

/s/ Deborah A. Rosen

Deborah A. Rosen, Secretary

September 17, 2003
Salem, New Hampshire

IMPORTANT

IT IS IMPORTANT THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING. ACCORDINGLY, YOU ARE URGED TO COMPLETE, SIGN, DATE AND PROMPTLY RETURN YOUR PROXY IN THE ENCLOSED POSTAGE PAID ENVELOPE OR VOTE YOUR SHARES BY TELEPHONE OR THE INTERNET. IF YOU SO CHOOSE, YOU MAY VOTE YOUR SHARES IN PERSON AT THE ANNUAL MEETING.

STANDEX INTERNATIONAL CORPORATION

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
October 28, 2003

This Proxy Statement is being furnished on or about September 17, 2003, in connection with the solicitation of proxies by the Board of Directors of Standex International Corporation (the "Company"), for use at

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

the Annual Meeting of Stockholders to be held on Tuesday, October 28, 2003. All proxies will be voted in accordance with the instructions contained therein and, if no choice is specified, will be voted for the election of each of the individuals nominated by the Board of Directors and in favor of the other proposal set forth in the Notice of Meeting.

The election of Directors will require the affirmative vote of a plurality of the shares of Common Stock voting, in person or by proxy, at the Annual Meeting. The ratification of the appointment of Deloitte & Touche LLP as independent auditors will require the affirmative vote of a majority of the shares of Common Stock of the Company voting on the proposal, in person or by proxy, at the Annual Meeting. Stockholders may vote in favor of all nominees for Director, or withhold their votes as to all nominees or withhold their votes as to specific nominees. With respect to the other proposal, stockholders should specify their choice on the enclosed form of proxy.

Shares which abstain from voting as to a particular matter, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter, and will also not be counted as shares voting on such matter. Accordingly, abstentions and "broker non-votes" will have no effect on the voting on a matter that requires the affirmative vote of a certain percentage of the shares voting on a matter.

Any proxy may be revoked at any time before it is exercised by delivery of written notice to the Secretary of the Company or by executing a subsequent proxy.

The Board of Directors has fixed September 8, 2003 as the record date for the determination of stockholders entitled to vote at the Annual Meeting. At the record date, there were outstanding and entitled to vote 12,262,991 shares of the Common Stock of the Company. Each share is entitled to one vote.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, the Company's directors and officers, without additional remuneration, may solicit proxies in person and by telecommunications. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting materials to the owners of stock held in their names, and the Company will reimburse them for their out-of-pocket expenses in this regard.

To assure the presence in person or by proxy of the necessary quorum for holding the meeting, the Company has employed the firm of Morrow & Co., Inc. to assist in soliciting proxies by mail, telephone, facsimile and personal interview for a fee estimated at approximately \$5,000 plus disbursements.

1

PROPOSAL 1 - ELECTION OF DIRECTORS

The persons named in the enclosed proxy will vote to fix the number of directors at thirteen and to elect as directors C. Kevin Landry, H. Nicholas Muller, III., Ph.D. and Edward J. Trainor, identified below as nominees, for three-year terms expiring in 2006, unless authority to vote for the election of directors is withheld by marking the proxy to that effect. No proxy can be voted for a greater number of persons than the

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

three nominees named below.

There are fewer nominees named below than the number of directors fixed pursuant to this proposal due to vacancies created in prior fiscal years as a result of various director retirements and the death of one director in fiscal 2001. The Corporate Governance/Nominating Committee of the Board of Directors is currently actively considering various potential candidates for nomination to the Board of Directors during the course of the upcoming fiscal year.

In the event that any nominee for election should become unavailable, the person acting under the proxy may vote for the election of a substitute. Management has no reason to believe that any nominee will become unavailable.

Information about each director and nominee for director at July 31, 2003 follows:

Nominee for Directors for Terms Expiring In 2006 -----	Principal Occupations During Past Five Years and Certain Other Directorships -----
C. Kevin Landry** Director Since 1975 Age 59	Managing Director and CEO, TA Associates, Inc. (a private equity firm), Boston, MA since January 1994. Director of Ameritrade Holding Corporation and Instinet Group Incorporated.
H. Nicholas Muller, III, Ph.D.** Director Since 1984 Age 64	President and CEO of The Frank Lloyd Wright Foundation from May 1996 through March 2002.
Edward J. Trainor* Director Since 1994 Age 63	Chairman of the Board of Directors of the Company since December 2001; Chief Executive Officer of the Company from July 1995 to December 2002; President of the Company from July 1994 to December 2001. Director of Mestek, Inc.
Directors to Continue in Office for Terms Expiring in 2004 -----	Principal Occupations During Past Five Years and Certain Other Directorships -----
William R. Fenoglio** Director Since 1997 Age 64	President and CEO of Augat, Inc. from 1994 through 1996. Director of IDG, Inc.
David R. Crichton Director Since 1992 Age 64	Executive Vice President/Operations of the Company from June 1989 to December 2002.
Walter F. Greeley** Director Since 1989	Chairman, High Street Associates, Inc. (a management and acquisition group) from 1988 to 2001; Vice President and

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

Age 72

Counsel of Surface Coatings, Inc.

2

Directors to Continue
in Office for Terms
Expiring in 2004

Principal Occupations During
Past Five Years and
Certain Other Directorships

Thomas L. King**
Director Since 1970
Age 73

Vice Chairman of the Board of the Company since December 2001; Chairman of the Board of the Company from January 1992 to December 2001.

Deborah A. Rosen
Director Since 2001
Age 48

Chief Legal Officer of the Company since October 2001; Vice President of the Company since July 1999; General Counsel of the Company from January 1998 to October 2001; Secretary of the Company since October 1997.

Directors to Continue
in Office for Terms
Expiring in 2005

Principal Occupations During
Past Five Years and
Certain Other Directorships

John Bolten, Jr. +**
Director Since 1955
Age 83

Consultant to the Company.

Roger L. Fix
Director Since 2001
Age 50

Chief Executive Officer of the Company since January 2003; President of the Company since December 2001; Chief Operating Officer of the Company from December 2001 to December 2002; Chief Executive Officer, Chief Operating Officer and President of Outboard Marine Corporation from August 2000 to February 2001; President and Chief Operating Officer of Outboard Marine Corporation from June 2000 to August 2000; Chief Executive of John Crane from 1998 through June 2000; President-North America of John Crane from May 1996 to May 1998; prior thereto President of Xomox, a division of Emerson Electric.

As President and COO of Outboard Marine Corporation ("OMC") (June-August 2000), Mr. Fix completed a strategic review and commenced implementation of programs to address the financial crisis the company was and had been experiencing since about 1997. Mr. Fix became CEO of OMC in August 2000. In December 2000, at the direction of the investors, a voluntary petition in Bankruptcy pursuant to Chapter 11 of the U.S. Bankruptcy Code was filed for OMC. In August 2001, the case converted to a voluntary case under Chapter 7 of the U.S. Bankruptcy Code.

Daniel B. Hogan, Ph.D.**
Director Since 1983
Age 60

President, The Apollo Group (Management Consultants) since March 2003 and from 1991 through 2001; Associate, Stratin Consulting from October 1991 to February 2003; Associate, Department of Psychology, Harvard University

Edgar Filing: STANDEX INTERNATIONAL CORP/DE/ - Form DEF 14A

from 1996 through 2000.

3

STOCK OWNERSHIP IN THE COMPANY

Stock Ownership by Directors, Nominees for Director and Executive Officers

The following table sets forth information regarding beneficial ownership of the Company's Common Stock as of July 31, 2003 of each director, each nominee for director, each executive officer named in the Summary Compensation Table and all directors and executive officers of the Company as a group:

Name -----	Beneficial Ownership (1)	
	No. of Shares -----	Percent of Outstanding Common Stock -----
John Bolten, Jr.	323,367 (3)	2.6
William R. Fenoglio	2,000	**
Roger L. Fix	30,250 (2)	**
Walter F. Greeley	2,500	**
Daniel B. Hogan, Ph.D.	66,748 (4)	**
Robert R. Kettinger	15,507 (2)	
Thomas L. King	52,716	**
C. Kevin Landry	5,368	**
H. Nicholas Muller, III, Ph.D.	6,130	**
Deborah A. Rosen	23,575 (2)	**
Christian Storch	4,334 (2)	**
Edward J. Trainor	228,360 (2)	1.8
All Directors and Executive Officers as a Group (14 Persons)	775,689	6.3