

DONALDSON CO INC
Form PRER14A
September 26, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

**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

Preliminary Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Donaldson Company Inc.

(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

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date of its filing.

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

***** Exercise Your *Right to Vote* *****

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on November 18, 2011

**DONALDSON
COMPANY, INC.**

DONALDSON COMPANY, INC.
ATTN: NORMAN LINNELL

P.O. BOX 1299
MINNEAPOLIS, MN 55440-1299

Investor Address Line 1
Investor Address Line 2

Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE
STREET
ANY CITY, ON A1A 1A1

Meeting Information

Meeting Type: Annual Meeting

For holders as of: September 22, 2011

Date: November 18, 2011 **Time:** 1:00 PM CST

Location: Donaldson Company, Inc.
Campus West
2001 West 94th Street
Minneapolis, Minnesota

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You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Broadridge Internal Use Only

Job #
Envelope #
Sequence #
of # Sequence

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Shareholder Letter
3. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow

XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

TELEPHONE:

3) *BY E-MAIL**: sendmaterial@proxyvote.com

If requesting materials by e-mail, please send a blank e-mail XXXX XXXX XXXX

* with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 06, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. XXXX XXXX XXXX Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Only

Voting items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

01 F. Guillaume Bastiaens 02 Janet M. Dolan 03 Jeffrey Noddle 04 Ajita G. Rajendra

The Board of Directors recommends you vote FOR proposals 2 and 3

- 2. Approval of amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 120,000,000 to 240,000,000.
- 3. Non-binding advisory vote to approve the Compensation of our Named Executive Officers.

The Board of Directors recommends you vote FOR 3 YEARS on the following proposal:

- 4. Non-binding advisory vote on the frequency of the advisory vote on the compensation of our Named Executive Officers.

The Board of Directors recommends you vote FOR the following proposal:

- 5. Ratification of the appointment of PricewaterhouseCoopers LLP as Donaldson Company, Inc.'s independent registered public accounting firm for the fiscal year ending July 31, 2012.

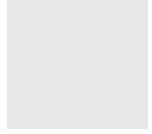
NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

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Reserved for Broadridge Internal Control Information



NAME

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|---------------------------------|-----------------------|
| THE COMPANY NAME INC. - COMMON | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS A | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS B | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS C | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS D | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS E | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS F | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - 401 K | 123,456,789,012.12345 |

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