

WEBER MARK  
Form 4  
April 28, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEBER MARK**

2. Issuer Name and Ticker or Trading Symbol  
**FEDERAL SIGNAL CORP /DE/ [fss]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President-Envir.Solutions Grp.**

(Last) (First) (Middle)  
**1415 WEST 22ND STREET, SUITE 1100**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/26/2010**

**OAK BROOK, IL 60523**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/26/2010		A	(A) 7,304 (1)	\$ 0 54,401.786 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 10.04	04/26/2010		A	17,100	<u>(3)</u> 04/26/2020	Common Stock	17,100
Performance Rights	<u>(4)</u>	04/26/2010		A	7,304	<u>(4)</u> 12/31/2012	Common Stock	7,304

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER MARK 1415 WEST 22ND STREET SUITE 1100 OAK BROOK, IL 60523			President-Envir.Solutions Grp.	

## Signatures

Jennifer L. Sherman, attorney-in-fact for Mark Weber 04/28/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This represents a restricted stock awards. All 7,304 shares vest on 4/26/2013.
- (2) Some shares are subject to restrictions and forfeiture under the Company Stock Benefit Plan.
- (3) Options become exercisable as to 5,700 on 4/26/2011, 5,700 shares become exercisable on 4/26/2012 and the remaining 5,700 shares become exercisable on 4/26/2013.
- (4) Each performance share represents a contingent right to receive up to 2 shares of the Company's common stock based on a 3 year performance metric. The number of share to be received will depend on the Company's relative Total Shareholder Return (TSR) for the 3-year period beginning 1/1/2010, compared against the TSR over the same period for a pre-set group of peer companies.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.