

DONALDSON CO INC
Form DEFA14A
October 06, 2008

**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

Definitive 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)

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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.

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(4) Date Filed:

DONALDSON COMPANY, INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

Stockholder Meeting to be held on 11/21/08

Proxy Materials Available

Notice and Proxy Statement

Annual Report and Form 10-K combo

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

DONALDSON COMPANY, INC.
P.O. BOX 1299
MINNEAPOLIS, MN 55440-1299

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.** To facilitate timely delivery please make the request as instructed below on or before 11/07/08.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual
Meeting Date: 11/21/08
Meeting Time: 1:00 p.m. Local Time
For holders as of: 09/23/08

Meeting Location:

Donaldson Company
2001 West 94th Street
Minneapolis, MN 55431

Meeting Directions:

For Meeting Directions Please Visit:
<http://ir.donaldson.com>

How To Vote

Vote By Internet

To vote *now* by Internet, go to
WWW.PROXYVOTE.COM

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on November 20, 2008. Have your notice in hand when you access the web site and follow the instructions.

Vote In Person

You will be admitted to the Meeting if you are a stockholder of record as of the record date of September 23, 2008. At the Meeting you will need to request a ballot to vote these shares.

Voting items

The Board of Directors recommends votes FOR:

1. Election of Directors

Nominees:

01) F. Guillaume Bastiaens

02) Janet M. Dolan

03) Jeffrey Noddle

2. Ratify the appointment of PricewaterhouseCoopers LLP as Donaldson Company, Inc's independent registered public accounting firm to audit the Company's financial statements for the fiscal year ending July 31, 2009.
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