

FEDERAL SIGNAL CORP /DE/  
Form SC 13D/A  
September 24, 2008

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

**SCHEDULE 13D/A**

**(Amendment No. 3)**

Under the Securities Exchange Act of 1934

**Federal Signal Corporation**

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(Name of Issuer)

Common Stock, \$1.00 par value

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(Title of Class of Securities)

313855108

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(CUSIP Number)

Warren B. Kanders  
c/o Kanders & Company,  
Inc.  
One Landmark Square, 22<sup>nd</sup>  
Floor  
Stamford, CT 06901

Copy to:  
Robert L. Lawrence, Esq.  
Kane Kessler, P.C.  
1350 Avenue of the  
Americas  
New York, NY 10019  
212-541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 19, 2008

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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|--|--|---|
| <b>1</b>   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br><br>Warren B. Kanders |   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) N/A<br><br>(a)<br>(b)              |   |
| <b>3</b>   | SEC USE ONLY   |   |
| <b>4</b>   | SOURCE OF FUNDS<br><br>PF  |   |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) or 2(e)             |   |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States  |   |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>7</b>   | SOLE VOTING POWER<br><br>1,755,254      |
|  | <b>8</b>   | SHARED VOTING POWER<br><br>0            |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br><br>1,755,254 |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br><br>0       |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,755,254                              |   |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                                  |   |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.7%   |   |
| <b>14</b>  | TYPE OF REPORTING PERSON*<br><br>IN  |   |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



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This Amendment No. 3 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on June 30, 2008 and amended by Amendment No. 1 filed on July 11, 2008 and further amended by Amendment No. 2 filed on July 17, 2008 (the "Schedule 13D") by the Reporting Person with respect to shares of common stock, par value \$1.00 (the "Common Stock") of Federal Signal Corporation (the "Issuer"), whose principal executive offices are located at 1415 West 22<sup>nd</sup> Street, Oak Brook, Illinois 60523. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

(a), (b) and (c). As of September 23, 2008, the Reporting Person may be deemed to be the beneficial owner (as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended) of 1,755,254 shares of Common Stock, constituting approximately 3.7% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 47,503,025 shares of Common Stock outstanding as of July 13, 2008, as set forth in the Issuer's most recent report on Form 10-Q for the period ended June 30, 2008, filed with the Securities and Exchange Commission on July 28, 2008), over which the Reporting Person exercises sole voting and dispositive power.

No transactions in the shares of Common Stock have been effected by the Reporting Person during the last 60 days except the following transactions, each of which was made by the Reporting Person in a broker's transaction in the open market. Prices do not include brokerage commissions.

| <u>Date</u>           | <u>Number of<br/>Shares<br/>Purchased/(Sold)</u> | <u>Price Per Share</u> |
|-----------------------|--|------------------------|
| September 23,<br>2008 | (365,300)  | \$14.770               |
| September 22,<br>2008 | (200,000)  | \$15.228               |
| September 19,<br>2008 | (250,000)  | \$15.378               |
| August 4, 2008        | (34,300)   | \$14.001               |
| August 1, 2008        | (165,700)  | \$14.028               |
| July 31, 2008         | (100,000)  | \$14.516               |

(d). Not Applicable.

(e). The Reporting Person ceased to be the beneficial owner of more than five percent (5%) of the Common Stock of the Issuer on September 19, 2008.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended to include the following:

Exhibit L - Letter dated June 26, 2008 from James C. Janning, Chairman of the Board of the Issuer, to the Reporting Person advising the Reporting Person that he will no longer be considered for the Issuer's CEO position.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: September 24, 2008

/s/

Warren

B.

Kanders

Warren

B.

Kanders

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