FEDERAL SIGNAL CORP /DE/

Form 4

February 26, 2008

FORM 4

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WEBER MARK

(First)

2. Issuer Name and Ticker or Trading

Symbol

FEDERAL SIGNAL CORP /DE/

[fss]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

1415 WEST 22ND STREET, SUITE 02/22/2008 1100

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) below)

President-Envir. Solutions Grp

(Street) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

OAK BROOK, IL 60523

(City)	(State) (Zip) Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) o of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2008		A	8,600 (1)	A	\$0	41,559.977 (2)	D	
Common Stock							6,309.13	I	401(1)
Common Stock							254.03	I	Savings Restor. Plan (formerly Rabbi Trust Plan)

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

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SEC 1474 (9-02)

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

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 (Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Stock Option (right to buy)	\$ 10.59	02/22/2008		A	27,500	(3)	02/22/2018	Common Stock	27,50
Performance Rights	<u>(4)</u>	02/22/2008		A	8,200	<u>(4)</u>	12/31/2010	Common Stock	16,40

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher rame, reduces	Director	10% Owner	Officer	Other			
WEBER MARK							
1415 WEST 22ND STREET			President-Envir.				
SUITE 1100			Solutions Grp				
OAK BROOK, IL 60523							

Signatures

Jennifer L. Sherman, attorney in fact for Mark
Weber

02/26/2008

**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 award. All 8,600 Shares vest on 2/22/2011.
- (2) Some shares are subject to restrictions and forfeiture under Company Stock Benefit Plan.
- (3) Option becomes exercisable as to 9,167 shares on 2/22/2009, 9,167 shares on 2/22/2010 and the remaining 9,166 shares on 2/22/2011.
- (4) Each performance share represents a contingent right to receive up to two shares of FSS common stock based on a three year performance metric. The number of shares to be received will depend on the Company's relative Total Shareholder Return (TSR) for the 3-year period

Reporting Owners 2

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beginning on January 1, 2008, which will be evaluated against the TSR over the same 3-year period for a pre-set group of approximately 30 peer companies. Total Shareholder Return is calculated by adding the changes in a company's closing stock price between December 30, 2007 and December 31, 2010 to any dividends paid during that period, and is adjusted for any stock splits or dividends.

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.