

WOODWARD GOVERNOR CO
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HALBROOK JOHN A

2. Issuer Name and Ticker or Trading Symbol
WOODWARD GOVERNOR CO
[WGOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5001 N. SECOND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

ROCKFORD, IL 61111

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

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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Insurance receivable - asbestos					79,540,557	84,547,965
Investment in joint ventures					6,842,615	4,206,149
Deferred tax assets					1,174,014	2,195,953
Prepaid pensions					2,060,093	1,701,839
Goodwill					2,694,240	2,694,240
Other noncurrent assets						
	5,617,036	5,893,877	\$430,712,334	\$404,392,144		
Liabilities and Shareholders' Equity						
Current liabilities:						
Accounts payable					\$27,627,634	\$19,418,106
Accrued payrolls and employee benefits					12,613,590	12,968,395
Industrial Revenue Bond debt					13,311,000	13,311,000
Asbestos liability – current portion					20,000,000	20,000,000
Other					32,024,601	25,448,981
Total current liabilities					105,576,825	91,146,482
Employee benefit obligations					19,292,043	19,721,794
Asbestos liability					92,655,399	99,722,526
Other noncurrent liabilities					7,164,163	6,070,852
Total liabilities					224,688,430	216,661,654
Commitments and contingent liabilities						
(Note 6)						
Shareholders' equity:						
Preference stock - no par value;						
authorized 3,000,000 shares; none issued						- -
Common stock - par value \$1; authorized						
20,000,000 shares; issued and outstanding						
10,177,497 shares in 2008 and 2007						

Additional paid-in capital	10,177,497	10,177,497		
Retained earnings	111,897,093	111,897,093		
Accumulated other comprehensive loss	109,321,282	91,232,890		
Total shareholders' equity	(25,371,968)	(25,576,990)		
	206,023,904	187,730,490	\$430,712,334	\$404,392,144

See Notes to Condensed Consolidated Financial Statements.

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AMPCO-PITTSBURGH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2008	2007	2008	2007
Net sales	\$ 200,519,255	\$ 176,480,443	\$ 102,689,468	\$ 88,740,035
Operating costs and expenses:				
Costs of products sold				
(excluding depreciation)	142,432,065	123,947,961	72,531,491	61,673,688
Selling and administrative	20,931,495	19,779,481	10,676,878	9,864,783
Depreciation	3,668,403	3,517,084	1,809,904	1,759,928
Gain on disposition of assets	(84,268)	(32,994)	(79,828)	(42,187)
Total operating expenses	166,947,695	147,211,532	84,938,445	73,256,212
Income from operations	33,571,560	29,268,911	17,751,023	15,483,823
Other income (expense):				
Investment-related income	1,195,052	958,245	965,515	741,013
Interest expense	(247,859)	(361,438)	(113,925)	(182,158)
Other	(1,195,462)	(645,432)	(686,605)	(582,995)
	(248,269)	(48,625)	164,985	(24,140)
Income before income taxes	33,323,291	29,220,286	17,916,008	15,459,683
Income tax provision	11,571,000	9,578,000	6,307,000	5,282,000
Net income	\$ 21,752,291	\$ 19,642,286	\$ 11,609,008	\$ 10,177,683
Earnings per common share:				
Basic	\$ 2.14	\$ 1.98	\$ 1.14	\$ 1.02
Diluted	\$ 2.14	\$ 1.96	\$ 1.14	\$ 1.01
Cash dividends declared				
per share	\$ 0.36	\$ 0.30	\$ 0.18	\$ 0.15
Weighted average number of common shares outstanding:				
Basic shares	10,177,497	9,913,237	10,177,497	9,988,145
Diluted shares	10,179,800	10,031,854	10,179,860	10,076,936

See Notes to Condensed Consolidated Financial Statements.

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AMPCO-PITTSBURGH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30,	
	2008	2007
Net cash flows provided by operating activities	\$ 14,186,374	\$ 14,155,404
Cash flows from investing activities:		
Purchases of property, plant and equipment	(9,755,367)	(3,723,251)
Purchases of short-term marketable securities	(61,628,567)	(50,490,947)
Sales of short-term marketable securities	11,000,000	-
Investment in Chinese joint venture	(2,940,000)	-
Purchases of long-term marketable securities	(562,558)	(770,583)
Sales of long-term marketable securities	463,058	711,523
Other	92,572	(180,640)
Net cash flows used in investing activities	(63,330,862)	(54,453,898)
Cash flows from financing activities:		
Proceeds from the issuance of common stock	-	3,625,809
Excess tax benefits from the exercise of stock options	-	1,089,060
Dividends paid	(3,358,575)	(2,460,499)
Net cash flows (used in) provided by financing activities	(3,358,575)	2,254,370
Effect of exchange rate changes on cash and cash equivalents	16,251	128,358
Net decrease in cash and cash equivalents	(52,486,812)	(37,915,766)
Cash and cash equivalents at beginning of period	71,626,379	56,083,870

Explanation of Responses:

Cash and cash equivalents at end of period	\$ 19,139,567	\$ 18,168,104
Supplemental information:		
Income tax payments	\$ 5,512,649	\$ 6,051,842
Interest payments	\$ 266,236	\$ 362,357
Non-cash investing activities:		
Appreciation of short-term marketable securities	\$ 451,554	\$ 971,453

See Notes to Condensed Consolidated Financial Statements.

AMPCO-PITTSBURGH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Unaudited Condensed Consolidated Financial Statements

The condensed consolidated balance sheet as of June 30, 2008, the condensed consolidated statements of operations for the six and three months ended June 30, 2008 and 2007 and the condensed consolidated statements of cash flows for the six months ended June 30, 2008 and 2007 have been prepared by Ampco-Pittsburgh Corporation (the Corporation) without audit. In the opinion of management, all adjustments, consisting of only normal and recurring adjustments necessary to present fairly the financial position, results of operations and cash flows for the periods presented, have been made. The results of operations for the six and three months ended June 30, 2008 are not necessarily indicative of the operating results expected for the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted.

Recently Implemented Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measures", which defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measures. The Statement applies under other accounting pronouncements that require or permit fair value measurements; it does not require any new fair value measures. SFAS No. 157 became effective for the Corporation on January 1, 2008; however, in February 2008, the FASB issued FASB Staff Position No. 157-2 providing for a one-year deferral of the provisions of SFAS No. 157 for non-financial assets and liabilities which are recognized or disclosed at fair value in the consolidated financial statements on a non-recurring basis. The Corporation is currently evaluating the impact of the provisions of SFAS No. 157 on its non-financial assets and liabilities.

The adoption of SFAS No. 157 did not impact the Corporation's financial position or results of operations. The additional disclosures required by the Statement are summarized in Note 9.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities", which permits entities to choose to measure certain financial instruments and other items at fair value. SFAS No. 159 became effective for the Corporation on January 1, 2008 and did not impact the Corporation's financial position or results of operations.

Recently Issued Accounting Pronouncements

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivatives Instruments and Hedging Activities – an amendment of FASB Statement No. 133", which requires enhanced disclosures about an entity's derivative and hedging activities. SFAS No. 161 becomes effective for the Corporation on January 1, 2009. The Corporation is currently evaluating the effects that SFAS No. 161 may have on its financial statement disclosures.

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2. Inventories

At June 30, 2008 and December 31, 2007, approximately 59% and 62%, respectively, of the inventories were valued on the LIFO method with the remaining inventories being valued on the FIFO method. Inventories were comprised of the following:

	June 30, 2008	(in thousands) December 31, 2007
Raw materials	\$ 17,432	\$ 14,197
Work-in-process	41,591	35,924
Finished goods	11,053	10,486
Supplies	9,637	8,621
	\$ 79,713	\$ 69,228

3. Property, Plant and Equipment

Property, plant and equipment were comprised of the following:

	June 30, 2008	(in thousands) December 31, 2007
Land and land improvements	\$ 4,507	\$ 4,507
Buildings	27,440	27,371
Machinery and equipment	144,461	142,258
Construction-in-progress	13,855	6,459
Other	7,127	7,074
	197,390	187,669
Accumulated depreciation	(116,210)	(112,568)
	\$ 81,180	\$ 75,101

4. Other Current Liabilities

Other current liabilities were comprised of the following:

	June 30, 2008	(in thousands) December 31, 2007
Customer-related liabilities	\$ 9,033	\$ 9,248
Accrued income taxes	5,195	819
Foreign exchange contracts	5,054	4,832
Accrued sales commissions	3,474	3,161
Other	9,269	7,389
	\$ 32,025	\$ 25,449

Included in customer-related liabilities are costs expected to be incurred with respect to product warranties. Changes in the liability for product warranty claims for the six and three months ended June 30, 2008 and 2007 consisted of:

	(in thousands)			
	Six Months Ended June 30,		Three Months Ended June 30,	
	2008	2007	2008	2007
Balance at beginning of the period	\$ 6,156	\$ 5,567	\$ 6,543	\$ 5,926
Satisfaction of warranty claims	(1,955)	(1,245)	(1,372)	(576)
Provision for warranty claims	1,571	2,365	596	1,355
Other, primarily impact from changes in foreign currency exchange rates	(4)	92	1	74
Balance at end of the period	\$ 5,768	\$ 6,779	\$ 5,768	\$ 6,779

5. Pension and Other Postretirement Benefits

Contributions for the six months ended June 30, 2008 and 2007 were as follows:

	(in thousands)	
	2008	2007
U.S. pension benefits plans	\$ -	\$ -
U.K. pension benefits plan	\$ 923	\$ 743
Other postretirement benefits (e.g. net payments)	\$ 200	\$ 385
U.K. defined contribution plan	\$ 256	\$ 246

Net periodic pension and other postretirement costs include the following components:

U.S. Pension Benefits	(in thousands)			
	Six Months Ended June 30,		Three Months Ended June 30,	
	2008	2007	2008	2007
Service cost	\$ 1,344	\$ 1,339	\$ 672	\$ 670
Interest cost	3,960	3,784	1,980	1,892
Expected return on plan assets	(5,605)	(5,822)	(2,802)	(2,911)
Amortization of:				
Prior service cost	324	320	162	160
Actuarial gain	(65)	(68)	(33)	(34)
Net benefit income	\$ (42)	\$ (447)	\$ (21)	\$ (223)

	(in thousands)	
	Six Months Ended June 30,	Three Months Ended June 30,

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Foreign Pension Benefits	2008	2007	2008	2007
Interest cost	\$ 1,320	\$ 1,338	\$ 660	\$ 674
Expected return on plan assets	(1,400)	(1,316)	(700)	(662)
Amortization of actuarial loss	157	232	79	117
Net benefit cost	\$ 77	\$ 254	\$ 39	\$ 129

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Other Postretirement Benefits	Six Months Ended June 30,		(in thousands) Three Months Ended June 30,	
	2008	2007	2008	2007
Service cost	\$ 203	\$ 197	\$ 106	\$ 125
Interest cost	393	417	196	263
Amortization of:				
Prior service cost	34	18	17	9
Actuarial loss	28	77	24	38
Net benefit cost	\$ 658	\$ 709	\$ 343	\$ 435

6. Commitments and Contingent Liabilities

Outstanding commercial letters of credit as of June 30, 2008 approximated \$22,000,000, a major portion of which serves as collateral for the Industrial Revenue Bond debt.

During 2007, a subsidiary of Union Electric Steel (UES) entered into an agreement with Maanshan Iron & Steel Company Limited to form a joint venture company in China. Each party will contribute cash for their respective interest. For its 49% interest, UES will contribute \$14,700,000 of which \$5,880,000 has been contributed to date with an additional \$2,940,000 to be contributed in 2008 and the balance by early 2010.

In connection with the sale of a segment in 2003, the Corporation provided typical warranties to the buyer (such as those relating to income taxes, intellectual property, legal proceedings, product liabilities and title to property, plant and equipment) which primarily expire with the statutes of limitations. Losses suffered by the buyer as a result of the Corporation's breach of warranties are reimbursable by the Corporation up to approximately \$2,000,000. No amount has been paid to date and, based on experience while owning the segment, the Corporation expects that no amounts will become due.

Through 2006, Davy Roll received U.K. governmental grants totaling \$1,880,000 (£1,000,000) toward the purchase and installation of certain machinery and equipment. Under the agreement, the grants are repayable if certain conditions are not met including achieving and maintaining a targeted level of employment through March 2009. At this date, Davy's level of employment exceeds and is expected to continue to exceed the targeted level of employment; accordingly, no liability has been recorded.

See also Note 11 regarding litigation and Note 12 for environmental matters.

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7. Comprehensive Income (Loss)

The Corporation's comprehensive income (loss) consisted of:

	(in thousands)			
	Six Months Ended June 30, 2008		Three Months Ended June 30, 2007	
Net income	\$ 21,752	\$ 19,642	\$ 11,609	\$ 10,178
Foreign currency translation adjustments	255	1,180	51	550
Unrecognized components of employee benefit plans	312	378	162	306
Unrealized holding gains on marketable securities	272	662	192	383
Change in the fair value of derivatives (cash flow hedges)	(634)	(317)	407	(188)
Comprehensive income	\$ 21,957	\$ 21,545	\$ 12,421	\$ 11,229

8. Foreign Exchange and Futures Contracts

Certain of the Corporation's operations are subject to risk from exchange rate fluctuations in connection with sales in foreign currencies. To minimize this risk, forward foreign exchange contracts are purchased which are designated as fair value or cash flow hedges. As of June 30, 2008, approximately \$88,333,000 of anticipated foreign-denominated sales has been hedged with the underlying contracts settling at various dates through June 2012. As of June 30, 2008, the fair value of contracts expected to settle within the next 12 months, which is recorded in other current liabilities, approximated \$5,054,000 and the fair value of the remaining contracts, which is recorded in other noncurrent liabilities, approximated \$3,958,000. The change in the fair value of the contracts designated as cash flow hedges is recorded as a component of accumulated other comprehensive income (loss) and approximated \$(3,285,000), net of income taxes, as of June 30, 2008. The change in the fair value will be reclassified to earnings when the projected sales occur with approximately \$(2,258,000) expected to be released to pre-tax earnings within the next 12 months. During the six months ended June 30, 2008 and 2007, approximately \$(1,730,000) and \$(493,000), respectively, were released to pre-tax earnings and during the three months ended June 30, 2008 and 2007, approximately \$(839,000) and \$(275,000), respectively, were released to pre-tax earnings.

Explanation of Responses:

Losses on foreign exchange transactions approximated \$(1,044,000) and \$(481,000) for the six months ended June 30, 2008 and 2007, respectively, and \$(594,000) and \$(501,000) for the three months ended June 30, 2008 and 2007, respectively.

In addition, one of the Corporation's subsidiaries is subject to risk from increases in the price of a commodity (copper) used in the production of inventory. To minimize this risk, futures contracts are entered into which are designated as cash flow hedges. At June 30, 2008, approximately 85% or \$2,232,000 of anticipated copper purchases over the next 4 months are hedged. The fair value of these contracts approximated \$94,000 as of June 30, 2008. The change in the fair value of the contracts designated as cash flow hedges is recorded as a component of accumulated other comprehensive income (loss) and approximated \$59,000, net of income taxes, as of June 30, 2008. The change in the fair value will be reclassified to earnings when the projected sales occur with approximately \$94,000 expected to be released

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over the next 12 months. During the six months ended June 30, 2008 and 2007, approximately \$190,000 and \$(167,000), respectively, were released to pre-tax earnings and during the three months ended June 30, 2008 and 2007, approximately \$291,000 and \$(39,000), respectively, were released to pre-tax earnings. Additionally, during the six and three months ended June 30, 2007, \$799,000 and \$196,000, respectively, of the termination gain resulting from the cancellation of futures contracts in May 2006 was released to pre-tax earnings.

9. Fair Value

SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. SFAS No. 157 establishes a hierarchy of inputs used to determine fair value measurements with three levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities and are considered the most reliable evidence of fair value. Level 2 inputs are observable prices that are not quoted on active exchanges. Level 3 inputs are unobservable inputs used for measuring the fair value of assets or liabilities.

The Corporation's financial assets and liabilities that are reported at fair value in the accompanying condensed consolidated balance sheet as of June 30, 2008 were as follows:

	(in thousands)			
	Level 1	Level 2	Level 3	Total
Investments				
Short-term marketable securities	\$ -	\$ 51,080	\$ -	\$ 51,080
Other noncurrent assets	2,907	-	-	2,907
Foreign currency contracts				
Other current assets	-	1,568	-	1,568
Other noncurrent assets	-	621	-	621
Other current liabilities	-	5,054	-	5,054
Other noncurrent liabilities	-	3,958	-	3,958

10. Business Segments

Presented below are the net sales and income before income taxes for the Corporation's two business segments.

(in thousands)

Explanation of Responses:

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	Six Months Ended June 30,		Three Months Ended June 30,	
	2008	2007	2008	2007
Net Sales:				
Forged and Cast Rolls	\$ 142,994	\$ 123,759	\$ 73,509	\$ 63,014
Air and Liquid Processing	57,525	52,721	29,180	25,726
Total Reportable Segments	\$ 200,519	\$ 176,480	\$ 102,689	\$ 88,740
Income before Income Taxes:				
Forged and Cast Rolls	\$ 31,592	\$ 28,123	\$ 16,705	\$ 14,875
Air and Liquid Processing	5,376	4,296	2,790	2,137
Total Reportable Segments	36,968	32,419	19,495	17,012
Other expense, including corporate costs – net	(3,645)	(3,199)	(1,579)	(1,552)
Total	\$ 33,323	\$ 29,220	\$ 17,916	\$ 15,460

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11.Litigation (claims not in thousands)

The Corporation and its subsidiaries are involved in various claims and lawsuits incidental to their businesses. In addition, claims have been asserted alleging personal injury from exposure to asbestos-containing components historically used in some products of certain of the Corporation's operating subsidiaries ("Asbestos Liability") and of an inactive subsidiary and another former division of the Corporation. Those subsidiaries, and in some cases the Corporation, are defendants (among a number of defendants, typically over 50) in cases filed in various state and federal courts.

The following table reflects approximate information about the claims for Asbestos Liability against the subsidiaries and the Corporation, along with the asbestos claims asserted against the inactive subsidiary and the former division, for the six months ended June 30, 2008:

Approximate open claims at end of period	9,373	(1)
Gross settlement and defense costs (in 000's)	8,450	
Approximate claims settled or dismissed	439	

(1) Included as "open claims" are approximately 3,194 claims classified in various jurisdictions as "inactive" or transferred to a state or federal judicial panel on multi-district litigation, commonly referred to as the MDL.

Because claims are often filed and can be settled or dismissed in large groups, the amount and timing of settlements, as well as the number of open claims, can fluctuate significantly from period to period. In 2006, for the first time, a claim for Asbestos Liability against one of the Corporation's subsidiaries was tried to a jury. The trial resulted in a defense verdict. The plaintiff has appealed that verdict.

Asbestos Insurance

Certain of the Corporation's subsidiaries and the Corporation have an arrangement (the "Coverage Arrangement") with insurers responsible for historical primary and some umbrella insurance coverage for Asbestos Liability (the "Paying Insurers"). Under the Coverage Arrangement, the Paying Insurers accept financial responsibility, subject to the limits of the policies and based on fixed defense percentages and specified indemnity allocation formulas, for a substantial majority of the pending claims for Asbestos Liability. The claims against the inactive subsidiary of the Corporation, approximately 300 as of June 30, 2008, are not included within the Coverage Arrangement. Insurance coverage for those claims is the subject of a declaratory judgment action against the subsidiary, the Corporation and two other primary insurers filed by the subsidiary's primary insurer, Utica Mutual Insurance Company, on June 19, 2008 in Utica, New York. On July 30, 2008, the action was removed to the United States District Court for the Northern District of New York. The one claim filed against the former division also is not included within the Coverage Arrangement. The Corporation believes that the claims against the inactive subsidiary and the former division are immaterial.

In the fourth quarter of 2007, one Paying Insurer responsible for two years of primary coverage informed the Corporation that its policies had exhausted. In the first quarter of 2008, another Paying Insurer responsible for approximately two and a half years of primary coverage informed the Corporation that two of its policies exhausted. In addition, the Paying

Insurer responsible for some umbrella insurance coverage also informed the Corporation that approximately one half of its umbrella insurance coverage had exhausted at the end of 2007. As a result, and as contemplated by the valuation discussed below, the Corporation will bear a portion of the defense and indemnity costs for Asbestos Liability.

The Coverage Arrangement includes an acknowledgement that Howden Buffalo, Inc. (“Howden”) is entitled to coverage under policies covering Asbestos Liability for claims arising out of the historical products manufactured or distributed by Buffalo Forge, a former subsidiary of the Corporation (the “Products”). The Coverage Arrangement does not provide for any prioritization on access to the applicable policies or monetary cap other than the limits of the policies, and, accordingly, Howden may access the policies at any time for any covered claim arising out of a Product. In general, access by Howden to the policies covering the Products will erode in part the coverage under the policies available to the Corporation and the relevant subsidiaries for Asbestos Liability alleged to arise out of not only the Products but also other historical products of the Corporation and its subsidiaries covered by the applicable policies.

Asbestos Valuations

The Corporation retained Hamilton, Rabinovitz & Alschuler, Inc., now known as Hamilton, Rabinovitz & Associates, Inc. (“HR&A”), a nationally recognized expert in the valuation of asbestos liabilities, to assist the Corporation in estimating the potential liability for pending and unasserted future claims for Asbestos Liability. HR&A was not requested to estimate asbestos claims against the inactive subsidiary. The methodology used by HR&A to project the operating subsidiaries’ liability for pending and unasserted potential future claims for Asbestos Liability relied upon and included the following factors:

- HR&A’s interpretation of a widely accepted forecast of the population likely to have been exposed to asbestos;
 - epidemiological studies estimating the number of people likely to develop asbestos-related diseases;
- HR&A’s analysis of the number of people likely to file an asbestos-related injury claim against the subsidiaries and the Corporation based on such epidemiological data and relevant claims history from January 1, 2004 through August 31, 2006;
 - an analysis of pending cases, by type of injury claimed and jurisdiction where the claim is filed;
- an analysis of claims resolution history from January 1, 2004 through August 31, 2006 to determine the average settlement value of claims, by type of injury claimed and jurisdiction of filing; and
- an adjustment for inflation in the future average settlement value of claims, at an annual inflation rate based on the Congressional Budget Office’s ten year forecast of inflation.

Using this information, HR&A estimated the number of future claims for Asbestos Liability that would be filed through the year 2013, as well as the settlement or indemnity costs that would be incurred to resolve both pending and future unasserted claims through 2013. This methodology has been accepted by numerous courts.

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The Corporation also retained The Claro Group LLC (“Claro”) in 2006, a nationally-recognized insurance consulting firm, to assist, in combination with advice to the Corporation from outside counsel, in analyzing potential recoveries from relevant historical insurance for Asbestos Liability. Using HR&A’s projection for settlement or indemnity costs for Asbestos Liability and management’s projections of associated defense costs (based on current defense cost levels with an annual 5% inflation factor), Claro allocated the Asbestos Liability to the insurance policies. The allocations took into account the Coverage Arrangement, self-insured retentions, policy exclusions, policy limits, policy provisions regarding coverage for defense costs, attachment points, prior impairment of policies and gaps in the coverage, insolvencies among certain of the insurance carriers, the nature of the underlying claims for Asbestos Liability asserted against the subsidiaries and the Corporation as reflected in the Corporation’s asbestos claims database, as well as estimated erosion of insurance limits on account of claims against Howden arising out of the Products. Based upon Claro’s allocations, and taking into account the Corporation’s analysis of publicly available information on the credit-worthiness of various insurers, the Corporation estimated the probable insurance recoveries for Asbestos Liability and defense costs through 2013. Although the Corporation, after consulting with its counsel and Claro, believes that the assumptions employed in the insurance valuation were appropriate, there are other assumptions that could have been employed that would have resulted in materially lower insurance recovery projections.

Based on the analyses described above, the Corporation recorded reserves at December 31, 2006 for the total costs, including defense costs, for Asbestos Liability claims pending or projected to be asserted through 2013 of \$140,015,000, of which approximately 60% was attributable to settlement and defense costs for unasserted claims projected to be filed through 2013. The reserve at June 30, 2008 was \$112,655,000. While it is reasonably possible that the Corporation will incur additional charges for Asbestos Liability and defense costs in excess of the amounts currently reserved, the Corporation believes that there is too much uncertainty to provide for reasonable estimation of the number of future claims, the nature of such claims and the cost to resolve them beyond 2013. Accordingly, no reserve has been recorded for any costs that may be incurred after 2013.

The Corporation recorded a receivable as at December 31, 2006 of \$114,548,000 (\$89,541,000 as of June 30, 2008 for insurance recoveries attributable to the claims for which the Corporation’s Asbestos Liability reserve has been established, including the portion of incurred defense costs covered by the Coverage Arrangement, and the probable payments and reimbursements relating to the estimated indemnity and defense costs for pending and unasserted future Asbestos Liability claims. The insurance receivable recorded by the Corporation does not assume any recovery from insolvent carriers, and substantially all of the insurance recoveries deemed probable were from insurance companies rated A – (excellent) or better by A.M. Best Corporation. There can be no assurance, however, that there will not be further insolvencies among the relevant insurance carriers, or that the assumed percentage recoveries for certain carriers will prove correct. The \$25,467,000 difference between insurance recoveries and projected costs which was recorded in 2006 is not due to exhaustion of the total product liability insurance for Asbestos Liability. The Corporation and the subsidiaries have substantial additional insurance coverage which the Corporation expects to be available for Asbestos Liability claims and

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defense costs the subsidiaries and it may incur after 2013. However, this insurance coverage also can be expected to have gaps creating significant shortfalls of insurance recoveries as against claims expense, which could be material in future years.

The amounts recorded by the Corporation for Asbestos Liabilities and insurance receivables rely on assumptions that are based on currently known facts and strategy. The Corporation’s actual expenses or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in the Corporation’s, HR&A’s or The Claro

Group's calculations vary significantly from actual results. Key variables in these assumptions are identified above and include the number and type of new claims to be filed each year, the average cost of disposing of each such new claim, average annual defense costs, the resolution of coverage issues with insurance carriers, and the solvency risk with respect to the relevant insurance carriers. Other factors that may affect the Corporation's Asbestos Liability and ability to recover under its insurance policies include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms that may be made by state and federal courts, and the passage of state or federal tort reform legislation. In 2007, the Corporation undertook another review of its Asbestos Liability claims, defense costs and likelihood for insurance recoveries and determined no change to the provision should be made at that time.

The Corporation intends to evaluate its estimated Asbestos Liability and related insurance receivables as well as the underlying assumptions on a periodic basis to determine whether any adjustments to the estimates are required. Due to the uncertainties surrounding asbestos litigation and insurance, these periodic reviews may result in the Corporation incurring future charges; however, the Corporation is currently unable to estimate such future charges. Adjustments, if any, to the Corporation's estimate of its recorded Asbestos Liability and/or insurance receivables could be material to operating results for the periods in which the adjustments to the liability or receivable are recorded, and to the Corporation's liquidity and consolidated financial position.

12. Environmental Matters

The Corporation is currently performing certain remedial actions in connection with the sale of real estate previously owned and has been named a Potentially Responsible Party at three third-party landfill sites. In addition, as a result of a sale of a segment, the Corporation retained the liability to remediate certain environmental contamination at two of the sold locations and has agreed to indemnify the buyer against third-party claims arising from the discharge of certain contamination from one of these locations, the cost for which was accrued at the time of sale. Environmental exposures are difficult to assess and estimate for numerous reasons including lack of reliable data, the multiplicity of possible solutions, the years of remedial and monitoring activity required, and identification of new sites. In the opinion of management, the potential liability for all environmental proceedings of approximately \$1,900,000 at June 30, 2008 is considered adequate based on information known to date.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Executive Overview

The Corporation currently operates in two business segments – the Forged and Cast Rolls segment and the Air and Liquid Processing segment.

The Forged and Cast Rolls segment is benefiting from record-level demand by steel and aluminum producers throughout the world. The rapid expansion in steel production, particularly in developing countries, has created a global shortage of roll making capacity. In addition, the weak U.S. dollar has provided greater opportunity for export customers. As a result, the group has received purchase orders or long-term supply agreements from numerous customers for the supply of forged and cast rolls into 2011. Capacity is virtually sold out for 2009 with forged roll production committed through 2010. Profit margins, in large part, are protected from the volatility in the cost of materials by means of a variable surcharge.

This segment is undertaking a major capital program investing approximately \$60,000,000, in addition to its normal level of capital expenditures, over the next three years. While not significantly adding to the production capacity of the group, the expenditures will minimize equipment down-time, improve productivity and maintain the manufacture of premium, quality product. Additionally, Union Electric Steel, through a wholly-owned subsidiary, is increasing its overseas presence with a 49% interest in a Chinese joint venture which will principally manufacture and sell forged backup rolling-mill rolls of a size and weight currently not able to be produced by it. Production is expected to begin during 2010.

The focus for the Forged and Cast Rolls segment in the coming year will be to manage the ever-extending backlog while operating at capacity, maintaining the reliability of equipment and coordinating the joint venture in China. The outlook for the foreseeable future is favorable.

The focus for the Air and Liquid Processing segment in the coming year is to improve productivity and sales volume. While the outlook for 2008 is for a modest increase in sales and operating income, primarily attributable to the increased demand for centrifugal pumps and heat-exchange coils from the energy sector, there has been a fall in orders for air handling systems as the construction industry slows.

Operations for the Six and Three Months Ended June 30, 2008 and 2007

Net Sales. Net sales for the six months ended June 30, 2008 and 2007 were \$200,519,000 and \$176,480,000, respectively, and \$102,689,000 and \$88,740,000, respectively, for the three months then ended. A discussion of sales for the Corporation's two segments is included below. Backlog approximated \$841,863,000 and \$696,111,000 at June 30, 2008 and 2007, respectively, and \$728,718,000 at December 31, 2007. The increase is principally attributable to the Forged and Cast Rolls segment. The June 30, 2008 backlog includes approximately \$639,916,000 of orders scheduled for shipment after December 31, 2008. In addition, the Corporation has commitments of \$89,224,000 from customers under long-term supply arrangements which will be included in backlog upon receipt of specific purchase orders closer to the required delivery dates.

Costs of Products Sold. Costs of products sold, excluding depreciation, as a percentage of net sales were 71.0% and 70.2%, for the six months ended June 30, 2008 and 2007, respectively, and 70.6% and 69.5% of net sales for the three months ended June 30, 2008 and 2007, respectively. The increase is primarily attributable to higher costs for steel scrap and alloys used by the Forged and Cast Rolls group. Although an existing surcharge mechanism enables the majority of such increases to be passed on to the customer, there is a lag in timing between when the increase in costs is incurred and when the surcharge is applied to the selling price of rolls.

Selling and Administrative. Selling and administrative expenses increased as a result of a higher volume of sales and general inflationary increases.

Income from Operations. Income from operations for the six months ended June 30, 2008 and 2007 approximated \$33,572,000 and \$29,269,000, respectively, and \$17,751,000 and \$15,484,000 for the three months ended June 30, 2008 and 2007, respectively. A discussion of operating results for the Corporation's two segments is included below.

Forged and Cast Rolls. Sales and operating income for the six and three months ended June 30, 2008 improved when compared to the same periods of the prior year. This is attributable to higher volumes, which were somewhat impacted by the lack of available shipping containers, special equipment and cargo ships. Additionally, earnings were affected by the lag in timing between increases in the cost of steel scrap and alloys and the recovery of such increases from customers. Backlog approximated \$793,997,000 at June 30, 2008 against \$652,391,000 as of June 30, 2007 and \$684,769,000 at December 31, 2007. The improvement is reflective of conversion of commitments under long-term supply agreements to purchase orders and ongoing demand for both forged and cast roll product. Of the June 30, 2008 backlog, \$633,177,000 is scheduled for shipment after December 31, 2008.

Air and Liquid Processing. Sales and operating income for the six and three months ended June 30, 2008 improved against the same periods of the prior year. Sales and operating income for Buffalo Pumps increased as a result of higher volumes, in particular for lube oil and Navy pumps, while sales and earnings for Aerofin benefited from a combination of additional sales to OEM and utility customers and a shift in product mix. Sales and earnings for Buffalo Air Handling were comparable. Backlog was \$47,866,000 and \$43,720,000 as of June 30, 2008 and 2007, respectively, and \$43,949,000 as of December 31, 2007. The increase is attributable to the pumps business and more than offset the decline experienced by the air handling business which is being negatively impacted by the weak economy and fewer available construction projects. Backlog for the coil business remained constant. The majority of the backlog as of June 30, 2008 will ship during the remainder of 2008.

Other Income (Expense). Investment-related income increased as a result of a larger dividend from the Corporation's Chinese cast-roll joint venture which approximated \$800,000 and \$540,000 in 2008 and 2007, respectively. Interest expense decreased due to a decline in average interest rates incurred on the outstanding Industrial Revenue Bonds. Other expense increased from higher foreign exchange losses.

Income Taxes. The increase in the effective rate is primarily attributable to a change in the composition of projected net income before income taxes between the two years. A decline in current and expected earnings on short-term marketable securities for 2008, which would have otherwise enabled the reversal of existing capital loss carryforwards, resulted in a larger portion of income being taxable in the current year.

Net Income and Earnings per Common Share. As a result of the above, the Corporation's net income equaled \$21,752,000 or \$2.14 per basic common share and \$19,642,000 or \$1.98 per common share for the six months ended June 30, 2008 and 2007, respectively, and \$11,609,000 or \$1.14 per basic common share and \$10,178,000 or \$1.02 per basic common share for the three months ended June 30, 2008 and 2007, respectively. The increase in the weighted average number of common shares outstanding for the current periods reduced basic earnings per common share by \$0.05 per share for year-to-date and by \$0.02 per share for the quarter.

Liquidity and Capital Resources

Net cash flows provided by operating activities were comparable for the six months ended June 30, 2008 and 2007, respectively.

The increase in net cash flows used in investing activities is attributable to higher capital expenditures and an additional contribution toward its 49% interest in the Chinese joint venture. As of June 30, 2008, future capital expenditures totaling approximately \$57,000,000, to be spent over the next three years, have been approved. In addition, it is expected that Union Electric Steel will contribute an additional \$2,940,000 in 2008 to the Chinese joint venture and the balance by early 2010.

Net cash flows (used in) provided by financing activities for each of the years includes the payment of dividends which increased in the current year due to additional shares outstanding and a higher dividend rate. In 2007, proceeds from the issuance of stock under the Corporation's stock option plan and the resulting excess tax benefits reduced the impact of the dividend payments.

As a result of the above, cash and cash equivalents decreased \$52,487,000 in 2008 and ended the period at \$19,140,000 in comparison to \$71,626,000 at December 31, 2007. Additionally, the Corporation has investments in short-term marketable securities (shares in a mutual fund which invests primarily in short-term U.S. Treasury Notes) of approximately \$51,080,000 at June 30, 2008.

Funds on hand and funds generated from future operations are expected to be sufficient to finance the operational and capital expenditure requirements of the Corporation. The Corporation also maintains short-term lines of credit and an overdraft facility in excess of the cash needs of its businesses. The total available at June 30, 2008 was approximately \$10,600,000 (including £3,000,000 in the U.K. and €400,000 in Belgium).

Litigation and Environmental Matters

See Notes 11 and 12 to the condensed consolidated financial statements.

Critical Accounting Pronouncements

The Corporation's critical accounting policies, as summarized in its Annual Report on Form 10-K for the year ended December 31, 2007, remain unchanged.

Recently Issued Accounting Pronouncements

See Note 1 to the condensed consolidated financial statements.

Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of the Form 10-Q contain forward-looking statements that reflect the Corporation's current views with respect to future events and financial performance.

Forward-looking statements are identified by the use of the words "believes," "expects," "anticipates," "estimates," "projects," "forecasts" and other expressions that indicate future events and trends. Forward-looking statements speak only as of the date on which such statements are made, are not guarantees of future performance or expectations and involve risks and uncertainties. For the Corporation, these risks and uncertainties include, but are not limited to, those described under Item 1A, Risk Factors, of Part II of this Form 10-Q. In addition, there may be events in the future that the Corporation is not able to accurately predict or control which may cause actual results to differ materially from expectations expressed or implied by forward-looking statements. The Corporation undertakes no obligation to update any forward-looking statement whether as a result of new information, events or otherwise.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes in the Corporation's exposure to market risk from December 31, 2007.

ITEM 4 – CONTROLS AND PROCEDURES

(a) Disclosure controls and procedures. An evaluation of the effectiveness of the Corporation's disclosure controls and procedures as of the end of the period covered by this report was carried out under the supervision, and with the participation, of management, including the principal executive officer and principal financial officer. Disclosure controls and procedures are defined under Securities and Exchange Commission ("SEC") rules as controls and other procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, the Corporation's management, including the principal executive officer and principal financial officer, has concluded that the Corporation's disclosure controls and procedures were effective as of June 30, 2008.

(c) Changes in internal control over financial reporting. There were no changes in the Corporation's internal control over financial reporting during the quarter ended June 30, 2008, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

PART II - OTHER INFORMATION
 AMPCO-PITTSBURGH CORPORATION

Item 1 Legal Proceedings

The information contained in Note 11 to the condensed consolidated financial statements (Litigation) is incorporated herein by reference.

Item 1A Risk Factors

There are no material changes to the Risk Factors contained in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2007.

Items 2-3 None

Item 4 Submission of Matters to a Vote of Security Holders

On April 23, 2008 at the Annual Meeting of Shareholders, the following individuals were elected directors of the Corporation by the following votes:

For	Withheld	
William K. Lieberman	9,074,275	329,668
Stephen E. Paul	8,953,932	450,011
Carl H. Pforzheimer, III	9,054,648	349,295

In addition, the shareholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accountants for 2008 by casting 9,346,917 votes "For", 45,326 votes "Against" and 11,311 votes "Abstain". The shareholders also approved the Ampco-Pittsburgh Corporation 2008 Omnibus Incentive Plan by casting 7,218,423 votes "For", 472,963 votes "Against" and 417,865 votes "Abstain".

Item 5 None

Item 6 Exhibits

(3) Articles of Incorporation and By-laws

(a) Articles of Incorporation

Incorporated by reference to the Quarterly Reports on Form 10-Q for the quarters ended March 31, 1983, March 31, 1984, March 31, 1985, March 31, 1987 and September 30, 1998.

(b) By-laws

Incorporated by reference to the Quarterly Reports on Form 10-Q for the quarters ended September 30, 1994, March 31, 1996, June 30, 2001 and June 30, 2004.

(4) Instruments defining the rights of securities holders

(a) Rights Agreement between Ampco-Pittsburgh Corporation and Chase Mellon Shareholder Services dated as of September 28, 1998.

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Incorporated by reference to the Form 8-K Current Report dated September 28, 1998.

(10) Material Contracts

(a) 2008 Omnibus Incentive Plan

Incorporated by reference to the Proxy Statement dated March 6, 2008.

(31.1) Certification of the principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(31.2) Certification of the principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(32.1) Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(32.2) Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMPCO-PITTSBURGH CORPORATION

DATE: August 4, 2008

BY: s/Robert A. Paul
Robert A. Paul
Chairman and
Chief Executive Officer

DATE: August 4, 2008

BY: s/Marliss D. Johnson
Marliss D. Johnson
Vice President
Controller and Treasurer

AMPCO-PITTSBURGH CORPORATION

EXHIBIT INDEX

- Exhibit (31.1) Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- (31.2) Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit (32.1) Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (32.2) Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

