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PARKER HANNIFIN CORP

Form 4

March 11, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 MACKIE, THOMAS W.
 6035 PARKLAND BOULEVARD
 CLEVELAND, OH 44124
 USA
2. Issuer Name and Ticker or Trading Symbol
 PARKER-HANNIFIN CORPORATION
 PH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 February 28, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 VICE PRESIDENT
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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 | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|--|--|
| Common Stock | | | | 4,974.356(1) |
| Common Stock | 2/15/02 | M | 2,408(2) | 1,798 |
| Common Stock | 2/15/02 | F | 838 | 1,798 |
| Common Stock | 2/19/02 | S | 1,000 | 1,798 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day) | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|---------------------------------|---------------------|---------------------|--|---|--|----------------|
|---------------------------------|---------------------------------|---------------------|---------------------|--|---|--|----------------|

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| | Price of | | | posed of (D) | Day/Year) | | | | Title and Number | |
|---------------------|----------|---------|------|--------------|-----------|-------|---------|---------|------------------|-----------|
| | Deriva- | | | | Date | Expir | | | of Shares | |
| | tive | | | | A/ | Exer- | ation | | | |
| | Secu- | | | | D | cisa- | Date | | | |
| | ity | Date | Code | V | Amount | ble | | | | |
| Phantom Stock Units | 1-for-1 | | | | | | | | | |
| Option to Buy | \$20.167 | 2/15/02 | M | | 4,125 (2) | D | 2/2/96 | 2/1/05 | Common Stock | 4,125 (2) |
| Option to Buy | \$44.420 | 8/08/01 | A | V | 9,250 | A | 8/08/02 | 8/07/11 | Common Stock | 9,250 |
| Option to Buy | \$44.420 | 8/08/01 | A | V | 9,250 | A | 8/08/03 | 8/07/11 | Common Stock | 9,250 |

Explanation of Responses:

- 1) Parker Retirement Savings Plan, as of December 31, 2001, the latest date for which information is available.
- 2) "Pyramid" stock option exercise result in net acquisition of 2,408 shares.
- 3) Savings Restoration Plan, as of December 31, 2001, the latest date for which information is available.
- 4) Granted under the Corporation's 1993 Stock Incentive Program in a transaction exempt under Rule 16b-3.
- 5) In addition to the options reported hereon, Mr. Mackie also owns 32,450 additional options granted pursuant to the Corporation's 1993 Stock Incentive Program at various exercise prices and expiration dates as previously reported.

SIGNATURE OF REPORTING PERSON
 Thomas L. Meyer, Attorney-in-Fact
 DATE
 March 7, 2002