

ENPRO INDUSTRIES, INC
Form 4
June 02, 2008

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

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

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 *
STEEL PARTNERS II LP

2. Issuer Name and Ticker or Trading Symbol
ENPRO INDUSTRIES, INC [NPO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
590 MADISON AVENUE, 32ND FLOOR,

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|-----------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$.01 par value | 05/29/2008 | | S | | 10,000 | D | \$ 40 | 2,301,407 | D (1) (2) |
| Common Stock, \$.01 par value | 05/29/2008 | | S | | 25,000 | D | \$ 40.003 | 2,276,407 | D (1) (2) |
| Common Stock, \$.01 par value | 05/29/2008 | | S | | 104,800 | D | \$ 40.0209 | 2,171,607 | D (1) (2) |

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Common Stock, \$01 par value 05/30/2008 S 100,000 D \$ 40.0229 2,071,607 D (1) (2)

Common Stock, \$01 par value 05/30/2008 S 98,987 D \$ 40.0063 1,972,620 D (1) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEEL PARTNERS II LP 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | X | | |
| LICHTENSTEIN WARREN G C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | X | | |
| STEEL PARTNERS II GP LLC C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR | | X | | |

NEW YORK, NY 10022

Steel Partners II Master Fund L.P.
MORGAN STANLEY FUND SERVICES LTD X
CRICKET SQ FL2 BOUNDARY HALL HUTCHINS DR
BOX 2681 GRAND CAYMAN KY1-1111

Steel Partners LLC
C/O STEEL PARTNERS II, L.P. X
590 MADISON AVENUE, 32ND FLOOR
NEW YORK, NY 10022

Signatures

By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Lauren Isenman, as Attorney in Fact for Warren G. Lichtenstein, Managing Member 06/02/2008

__Signature of Reporting Person Date

By: By: /s/ Lauren Isenman as Attorney in Fact for Warren G. Lichtenstein 06/02/2008

__Signature of Reporting Person Date

By: Steel Partners II GP LLC, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Managing Member 06/02/2008

__Signature of Reporting Person Date

By: Steel Partners II Master Fund L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Managing Member 06/02/2008

__Signature of Reporting Person Date

By: Steel Partners LLC, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Manager 06/02/2008

__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).

This Form 4 is filed jointly by Steel Partners II, L.P. ("Steel Partners II"), Steel Partners II GP LLC ("Steel GP LLC"), Steel Partners II Master Fund L.P. ("Steel Master"), Steel Partners LLC ("Partners LLC") and Warren G. Lichtenstein. Steel GP LLC, Steel Master, Partners LLC and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and Steel Partners II is a 10% owner of the Issuer.

(1) The securities reported in this Form 4 are owned directly by Steel Partners II, and owned indirectly by Steel GP LLC by virtue of it being the general partner of Steel Partners II and Steel Master, by Steel Master by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the investment manager of Steel Partners II and Steel Master and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC and the managing member of Steel GP LLC. Steel GP LLC, Steel Master, Partners LLC and Mr. Lichtenstein disclaim beneficial ownership of the shares owned by Steel Partners II except to the extent of their pecuniary interest therein.

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.