ENPRO INDUSTRIES, INC

Form 4

February 16, 2006

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

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOLDUC J P**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ENPRO INDUSTRIES, INC [NPO]

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

02/14/2006

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

CHARLOTTE, NC 282094674

5605 CARNEGIE BLVD.

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

1,000

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5	5. Nun	ıber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tion	of		Expiration D	ate	Underlying S	Securities	Derivativ
Security	or Exercise		any	Code	Ι	Deriva	tive	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) 5	Securi	ies					(Instr. 5)
	Derivative				I	Acquii	ed					
	Security				((A) or						
					Ι	Dispos	ed					
					C	of (D)						
					((Instr.	3, 4,					
					г	and 5)						
				Code '	V	(A)	(D)	Date	Expiration	Title	Amount	
						()	(-)	Exercisable	Date		or	
								2.1010104010	24.0		Number	
											of	
											Shares	
Phantom	<u>(1)</u>	02/14/2006		٨		871		(3)	(4)	Common	871	\$ 28.7
Stock	(1)	02/14/2000		A		(2)		(2)	(.)	Stock	0/1	φ 20.7

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
BOLDUC J P 5605 CARNEGIE BLVD. CHARLOTTE, NC 282094674	X							

Signatures

/s/ Bolduc, J. P. 02/15/2006

**Signature of Date
Reporting Person

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) 1-for-1
- (2) Shares acquired under the Amended and Restated 2002 Equity Compensation Plan of EnPro Industries, Inc.
- (3) Upon retirement.
- (4) Phantom Shares do not have an expiration date. They vest immediately upon grant, and are payable upon retirement.

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.

Reporting Owners 2