Edgar Filing: ENPRO INDUSTRIES, INC - Form 4

	USTRIES, INC									
Form 4	2006									
February 16, 2								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this if no longe subject to Section 16 Form 4 or	IENT OF CI	CHANGES IN BENEFICIAL OWNERS SECURITIES						Estimated average burden hours per		
Form 5 obligations may continue. See Instruction 1(b). Form 5 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 Ro	esponses)									
1. Name and Address of Reporting Person <u>*</u> HANCE JAMES H JR			2. Issuer Name and Ticker or Trading Symbol ENPRO INDUSTRIES, INC [NPO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
5605 CARNEGIE BLVD.			(Month/Day/Year) 02/14/2006				X Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CHARLOTT	TE, NC 2820946	74					Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)			3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or 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							20,000	D		

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.

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

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti			Expiration D	ate	7. Title and A Underlying S	Securities	Derivativ
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	e Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/14/2006		А	871 (2)		(3)	(4)	Common Stock	871	\$ 28.7

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HANCE JAMES H JR 5605 CARNEGIE BLVD. CHARLOTTE, NC 28209467	X 4							
Signatures								
/s/ Hance, Jr., James H.)2/15/2006							

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** 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 the Company.
- (3) Upon retirement.

**Signature of Reporting

Person

(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.