
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
November 16, 2005**

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-11038
(Commission File Number)

41-0857886
(I.R.S. Employer Identification Number)

6680 N. Highway 49
Lino Lakes, MN 55014
(Address of Principal Executive Offices)

55014
(Zip Code)

(651) 784-1250
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition.

On November 16, 2005, Northern Technologies International Corporation publicly announced, among other things, its results of operations for the fiscal year ended August 31, 2005. For further information, please refer to the press release attached hereto as Exhibit 99.1, which is incorporated by reference herein.

The information contained in this report and the exhibit hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filings made by Northern Technologies International Corporation under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

Exhibit No.	Description
99.1	Press Release issued November 16, 2005

SIGNATURE

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 hereunto duly authorized.

**NORTHERN TECHNOLOGIES
INTERNATIONAL CORPORATION**



By: _____

Matthew C. Wolsfeld
Chief Financial Officer

Dated: November 16, 2005

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

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Exhibit Index

Exhibit No.	Description	Method of Filing
99.1	Press Release issued November 16, 2005	Filed herewith

**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
ANNOUNCES FISCAL YEAR 2005 RESULTS**

LINO LAKES, Minnesota, November 16, 2005 - Northern Technologies International Corporation (AMEX: NTI) announced today its operating results for its fiscal year ended August 31, 2005.

NTIC's North American net sales increased 6.3% during fiscal 2005 as compared to fiscal 2004 primarily as a result of the increase in net sales of React-NTI to its existing customers in North America.

Total net sales of all of the Company's joint ventures increased 29.6% to \$57,167,054 during fiscal 2005 as compared to \$44,121,671 during fiscal 2004. Additionally, the Company recognized increased fee income for such technical and support services in fiscal 2005 as compared to fiscal 2004 as a result of the increase in total net sales of the joint ventures.

The Company's working capital was \$2,697,693 at August 31, 2005, including \$327,458 in cash and cash equivalents.

The Company elected not to pay a dividend in fiscal 2006 in order to preserve cash and make investments in future operations.

About Northern Technologies International Corporation

NTIC offers expert technical service in corrosion management and unique technically superior products that prevent corrosion. The products and services primarily include proprietary volatile corrosion inhibiting products and packaging, sold under the brand name ZERUST®. NTIC provides rust and corrosion protection products and custom packaging systems for avionics, automotive, electronics, electrical, mechanical, and military applications. Additionally, NTIC offers direct on-site technical support on rust and corrosion issues in 46 countries, and operates a marketing, distribution, and technical network through 29 joint ventures in Asia, Europe, and South America.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARY

	2005	2004
		(Restated)
NORTH AMERICAN OPERATIONS:		
Net sales	\$ 14,816,672	\$ 13,942,271
Cost of sales	8,967,155	7,801,807
Gross profit	5,849,517	6,140,464
Operating expense	5,839,069	6,201,976
NORTH AMERICAN OPERATING INCOME (LOSS)	10,448	(61,512)
INCOME FROM ALL CORPORATE JOINT VENTURES AND HOLDING COMPANIES	1,128,315	1,103,749
INTEREST INCOME	96,282	63,734
INTEREST EXPENSE	(36,090)	—
MINORITY INTEREST	10,326	119,344
INCOME BEFORE INCOME TAX (BENEFIT) EXPENSE	1,209,281	1,225,315
INCOME TAX EXPENSE (BENEFIT)	16,000	189,000
NET INCOME	\$ 1,193,281	\$ 1,036,315
NET INCOME PER COMMON SHARE:	\$ 0.33	\$ 0.29
WEIGHTED AVERAGE COMMON SHARES ASSUMED OUTSTANDING:		
Basic	3,584,085	3,610,949

Composite financial information from the audited and unaudited financial statements of NTIC's joint ventures carried on the equity basis is summarized as follows:

	August 31, 2005	August 31, 2004
Current assets	\$ 22,949,103	\$ 19,560,576
Total assets	30,345,208	25,726,996
Current liabilities	11,263,369	7,332,920
Noncurrent liabilities	2,273,927	2,393,543
Joint ventures' equity	16,806,617	16,000,580
Northern Technologies International Corporation's share of Corporate Joint Ventures' equity	\$ 8,622,361	\$ 7,343,932
	August 31, 2005	August 31, 2004
Net sales	\$ 57,167,054	\$ 44,121,671
Gross profit	26,503,607	21,298,915
Net income	3,714,290	2,958,018
Northern Technologies International Corporation's share of equity in income of Corporate Joint Ventures	\$ 1,968,777	\$ 1,521,074

For more information, please contact:

Matthew Wolsfeld, CFO, Northern Technologies International Corporation, (651) 784-1250