
**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): April 11, 2006

**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 April 11, 2006, Northern Technologies International Corporation publicly announced its results of operations for the quarter ended February 28, 2006. 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.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued April 11, 2006

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: April 11, 2006

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

FORM 8-K

Exhibit Index

Exhibit No.	Description	Method of Filing
99.1	Press Release issued April 11, 2006	Filed herewith

Northern Technologies International Corporation
6680 N. Highway 49
Lino Lakes, MN 55014
www.ntic.com

FOR IMMEDIATE RELEASE

**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
ANNOUNCES INCREASE IN SECOND QUARTER FISCAL YEAR 2006
SALES AND EARNINGS**

LINO LAKES, Minnesota, April 11, 2006 - Northern Technologies International Corporation (AMEX: NTI) announced today its operating results for second quarter fiscal year 2006.

The Company's net income increased \$0.18 per share or 360% to \$0.23 per share for the six months ended February 28, 2006 compared to \$0.05 per share for the six months ended February 28, 2005.

The Company's net sales increased \$868,764 to \$8,179,332 or 11.9% during the six months ended February 28, 2006 as compared to sales of \$7,310,568 in the same period in fiscal 2005. The increase is primarily as a result of the increase in net sales of traditional Zerust® products and of React-NTI products to new and existing customers.

Total net sales of the Company's worldwide joint ventures increased \$2,737,420 or 9.6% to \$31,153,683 during the six months ended February 28, 2006 as compared to \$28,416,263 during the same period in fiscal 2005.

The Company's working capital was \$3,446,821 at February 28, 2006, including \$655,973 in cash and cash equivalents.

About Northern Technologies International Corporation

The Company focuses on developing, marketing and selling proprietary environmentally responsible materials science based products and technical services in over 50 countries worldwide via a network of joint ventures. In fiscal 2005, the Company's primary revenues

derived from the sales of ZERUST® rust and corrosion inhibiting packaging products and services to the automotive, electronics, electrical, mechanical, military and retail consumer markets. During this same period, the Company also received revenues from sales of proprietary new technologies including anti-abrasion ink additives, as well as bio-based sintered metal mold release agents, bio-solvents, bio-emollients, bio-cleaners, bio-lubricants and fully bio-degradable plastic packaging. In a concerted effort to extend the Company's proprietary technologies, the Company engages in extensive scientific research and development programs in the areas of material science and corrosion protection.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARY

	Three Months Ended		Six Months Ended	
	February 28, 2006	February 28, 2005	February 28, 2006	February 28, 2005
NORTH AMERICAN OPERATIONS:				
Sales	\$ 3,775,693	\$ 3,478,352	\$ 8,179,322	\$ 7,310,568
Cost of goods sold	2,315,245	1,988,460	5,044,356	4,348,048
Gross profit	1,460,448	1,489,892	3,134,966	2,962,520
Operating expenses:	1,516,817	1,636,030	2,971,085	3,215,552
NORTH AMERICAN OPERATING (LOSS) INCOME	(56,369)	(146,138)	163,881	(253,032)
INCOME FROM ALL CORPORATE JOINT VENTURES AND HOLDING COMPANIES	314,851	49,613	992,845	389,598
INTEREST INCOME	1,178	31,617	27,979	45,648
INTEREST EXPENSE	(31,857)	(3,314)	(35,506)	(3,314)
MINORITY INTEREST	7,927	13,538	(7,485)	(5,264)
INCOME (LOSS) BEFORE INCOME TAX (BENEFIT) EXPENSE	235,730	(54,684)	1,141,714	173,636
INCOME TAX (BENEFIT) EXPENSE	31,000	107,000	303,000	(12,000)
NET INCOME (LOSS)	\$ 204,730	\$ (161,684)	\$ 858,713	\$ 185,636
NET INCOME (LOSS) PER COMMON SHARE: Basic	\$ 0.06	\$ (0.05)	\$ 0.23	\$ 0.05
WEIGHTED AVERAGE COMMON SHARES ASSUMED OUTSTANDING: Basic	3,597,815	3,581,992	3,593,926	3,581,992

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

	February 28, 2006	August 31, 2005
Current assets	\$ 29,050,993	\$ 27,305,426
Total assets	35,338,298	33,839,267
Current liabilities	13,510,005	13,388,740
Noncurrent liabilities	2,390,198	2,249,904
Joint ventures' equity	19,438,418	18,198,864
Northern Technologies International Corporation's share of Corporate Joint Ventures' equity	\$ 8,966,000	\$ 8,622,361

	February 28, 2006	February 28, 2005
Net sales	\$ 31,153,683	\$ 28,416,263
Gross profit	14,703,559	13,735,319
Net income	2,742,286	1,685,108
Northern Technologies International Corporation's share of equity in income of Corporate Joint Ventures	\$ 1,315,326	\$ 884,701

For more information, please contact Matthew Wolsfeld, CFO, Northern Technologies International Corporation, (651) 784-1250