

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12B-25

NOTIFICATION OF LATE FILING

Commission File Number: **1-11038**

(Check one):

- | | | | | | | | |
|-----------------------|-----------|----------------------------------|-------------|-----------------------|-------------|-----------------------|------------|
| <input type="radio"/> | Form 10-K | <input type="radio"/> | Form 10-KSB | <input type="radio"/> | Form 11-K | <input type="radio"/> | Form N-SAR |
| <input type="radio"/> | Form 20-F | <input checked="" type="radio"/> | Form 10-Q | <input type="radio"/> | Form 10-QSB | | |

FOR THE SECOND QUARTER ENDED FEBRUARY 28, 2005

- Transition Report on Form 10-K and Form 10-KSB
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q and Form 10-QSB
- Transition Report on Form N-SAR

FOR THE TRANSITION PERIOD ENDED _____

Read attached Instruction Sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: _____

PART I
REGISTRANT INFORMATION

Full name of registrant: Northern Technologies International Corporation

Former name if applicable: N/A

Address of principal executive office (street and number): 6680 N. Highway 49

City, State and Zip Code: Lino Lakes, Minnesota 55014

PART II
RULE 12B-25(B) AND (C)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check appropriate box.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Forms 10-K, 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III
NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 10-KSB, 11-K, 20-F, 10-Q, 10-QSB, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period:

The Registrant is unable to file its Quarterly Report on Form 10-Q for the second quarter ended February 28, 2005(the "Report") without unreasonable effort due to delays in gathering certain financial/accounting information for inclusion therein.

**PART IV
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification:

Matthew C. Wolsfeld

(651) 784-1250

(Name)

(Area Code) (Telephone number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report (s) been filed? If the answer is no, identify report(s):

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

