
**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): January 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 January 11, 2006, Northern Technologies International Corporation publicly announced its results of operations for the quarter ended November 30, 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 January 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: January 11, 2006

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

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EXHIBIT INDEX

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

FOR IMMEDIATE RELEASE

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

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

The Company's income before income taxes increased \$677,665 to \$905,984 for the three months ended November 30, 2005 compared to \$228,320 for the same period in fiscal 2004, the increase is a 297% increase. Net income increased 83% or \$286,664 to \$633,985 for the three months ended November 30, 2005 compared to \$347,320 for the same period in fiscal 2004.

The Company's total worldwide sales, including its international joint ventures increased 12.6% to \$16,535,347 during the three months ended November 30, 2005 as compared to \$14,679,164 during the same period in fiscal 2004.

The Company's net sales from North American operations increased \$571,413 or 14.9% to \$4,403,629 during the three months ended November 30, 2005 as compared \$3,832,216 during the same period in fiscal 2004 primarily as a result of the increase in net sales of traditional Zerust® products and of React-NTI products to new and existing customers.

The Company's working capital was \$3,320,252 at November 30, 2005, including \$51,264 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

	November 30, 2005	November 30, 2004
		(Restated)
NORTH AMERICAN OPERATIONS:		
Net sales	\$ 4,403,630	\$ 3,832,216
Cost of sales	2,729,111	2,359,588
Gross profit	1,674,519	1,472,628
Operating expenses	1,454,268	1,579,522
NORTH AMERICAN OPERATING INCOME (LOSS)	220,251	(106,894)
INCOME FROM ALL CORPORATE JOINT VENTURES AND HOLDING COMPANIES	677,994	339,984
INTEREST INCOME	26,801	14,032
INTEREST EXPENSE	(3,649)	—
MINORITY INTEREST	(15,412)	(18,802)
INCOME BEFORE INCOME BEFORE TAX	905,985	228,320
INCOME TAX EXPENSE (BENEFIT)	272,000	(119,000)
NET INCOME	\$ 633,985	\$ 347,320
NET INCOME PER COMMON SHARE: Basic	\$ 0.18	\$ 0.10
WEIGHTED AVERAGE COMMON SHARES ASSUMED OUTSTANDING	3,589,993	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:

	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
	November 30, 2005	November 30, 2004
Net sales	\$ 16,535,347	\$ 14,679,164
Gross profit	7,454,578	6,726,863
Net income	1,539,415	1,070,658
Northern Technologies International Corporation's share of equity in income of Corporate Joint Ventures	\$ 729,518	\$ 526,204

For more information, please contact:

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