

**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 23, 2007**

**NORTHERN TECHNOLOGIES INTERNATIONAL  
CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-11038**  
(Commission File  
Number)

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

**4201 Woodland Road P.O. Box 69 Circle Pines, Minnesota**  
(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))

## **Section 5 – Corporate Governance and Management**

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On January 23, 2007, the stockholders of Northern Technologies International Corporation (“NTIC”) approved and adopted the Northern Technologies International Corporation 2007 Stock Incentive Plan (the “2007 Plan”) and the Northern Technologies International Corporation Employee Stock Purchase Plan (the “ESPP”).

General descriptions of the material features of the 2007 Plan and the ESPP were previously reported in NTIC’s definitive proxy statement on Schedule 14A, as filed with the Securities and Exchange Commission on December 11, 2006, which descriptions are incorporated by reference into this current report on Form 8-K. The descriptions of the 2007 Plan and ESPP in NTIC’s definitive proxy statement on Schedule 14A were qualified in their entirety by reference to the actual text of the 2007 Plan and the ESPP, copies of which were previously filed by NTIC as Exhibits 10.7 and 10.11, respectively, to NTIC’s Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038). Such exhibits are also incorporated by reference into this current report on Form 8-K. Copies of the forms of incentive stock option agreement, non-statutory stock option agreement, and restricted stock agreement for incentive awards granted under the 2007 Plan were previously filed by NTIC as Exhibits 10.8, 10.9 and 10.10, respectively, to NTIC’s Annual Report on Form 10-KSB for the year ended August 31, 2006 (File No. 001-11038), and are also incorporated by reference into this current report on Form 8-K.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits**

(c) Exhibits. The following exhibits are filed or furnished herewith:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Northern Technologies International Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to NTIC's Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038))
10.2	Northern Technologies International Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.11 to NTIC's Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038))
10.3	Form of Incentive Stock Option Agreement for Northern Technologies International Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to NTIC's Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038))
10.4	Form of Non-Statutory Stock Option Agreement for Northern Technologies International Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.9 to NTIC's Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038))
10.5	Form of Restricted Stock Agreement for Northern Technologies International Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to NTIC's Annual Report on Form 10-KSB for the fiscal year ended August 31, 2006 (File No. 001-11038))

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: /s/ Matthew C. Wolsfeld

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Matthew C. Wolsfeld  
*Chief Financial Officer*

Dated: January 23, 2007

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

FORM 8-K

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
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