

**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):  
**June 17, 2008**

**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 Rd**  
**Circle Pines, Minnesota**  
(Address of Principal Executive Offices)

**55014**  
(Zip Code)

**(763) 225-6600**  
(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))

**Item 3.01. Transfer of Listing.**

On June 17, 2008, the Board of Directors of Northern Technologies International Corporation ("NTI") determined to cause the listing of NTI's common stock to be withdrawn from The American Stock Exchange in order to transfer its listing to The NASDAQ Stock Market LLC. NTI provided The American Stock Exchange the required written notice of NTI's intention to withdraw the listing of its common stock from The American Stock Exchange on June 17, 2008.

NTI expects that its common stock will begin trading on The NASDAQ Global Market under the new symbol "NTIC" on or about June 30, 2008. NTI's common stock will continue to trade on The American Stock Exchange under the symbol NTI until such date.

**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 and Corporate Secretary*

Dated: June 17, 2008