UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)
[x] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended February 29, 2012

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to __________________.

Commission File Number: 001-11038

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**41-0857886**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4201 Woodland Road
P.O. Box 69
Circle Pines, Minnesota 55014
(Address of principal executive offices) (Zip code)

(763) 225-6600
(Registrant’s telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [x] NO [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [x] NO [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer (Do not check if a smaller reporting company) [ ]	Smaller reporting company [x]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [ ] NO [x]

As of April 10, 2012, 4,401,656 shares of common stock of the registrant were outstanding.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
FORM 10-Q
February 29, 2012

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This quarterly report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created by those sections. For more information, see "Part I. Financial Information – Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations–Forward-Looking Statements."

As used in this report, references to "NTIC," the "Company," "we," "our" or "us," unless the context otherwise requires, refer to Northern Technologies International Corporation and its wholly owned subsidiaries, NTI Facilities, Inc. and Northern Technologies Holding Company, LLC, and its majority owned subsidiary, Zerust Prevenção de Corrosão S.A., all of which are consolidated on NTIC's consolidated financial statements. NTIC's consolidated financial statements do not include the accounts of any of its joint ventures.

References in this report to NTIC's joint ventures do not include NTIC's majority owned Brazilian subsidiary, Zerust Prevenção de Corrosão S.A. As used in this report, references to "Zerust Brazil" refer to NTIC's majority owned Brazilian subsidiary, Zerust Prevenção de Corrosão S.A. As used in this report, references to "EXCOR" refer to NTIC's primary joint venture in Germany, Excor Korrosionsschutz – Technologien und Produkte GmbH, references to "NTI ASEAN" refer to NTIC's joint venture holding company for NTIC's joint venture investments in the Association of Southeast Asian Nations (ASEAN) region, NTI ASEAN, LLC, and references to "HNTI" refer to NTIC's joint venture in India, Harita NTI Limited.

All trademarks, trade names or service marks referred to in this report are the property of their respective owners.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS AS OF FEBRUARY 29, 2012 (UNAUDITED)
AND AUGUST 31, 2011 (AUDITED)

	February 29, 2012	August 31, 2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 3,335,798	$ 3,266,362
Receivables:		
Trade excluding joint ventures, less allowance for doubtful accounts of $20,000 at February 29, 2012 and August 31, 2011	2,746,853	2,515,316
Trade joint ventures	1,465,840	1,149,666
Fees for services provided to joint ventures	1,965,116	2,129,911
Inventories	3,936,941	3,842,854
Prepaid expenses	786,126	364,805
Deferred income taxes	221,600	221,600
Total current assets	14,458,274	13,490,514
PROPERTY AND EQUIPMENT, NET	3,544,149	3,636,335
OTHER ASSETS:		
Investments in joint ventures	18,900,336	20,559,509
Deferred income taxes	1,410,700	1,410,700
Patents and trademarks, net	910,721	903,038
Other	43,846	39,646
Total other assets	21,265,603	22,912,893
Total assets	$ 39,268,026	$ 40,039,742
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of note payable	76,119	76,119
Accounts payable	1,104,046	2,032,614
Income tax payable	130,755	195,762
Accrued liabilities:		
Payroll and related benefits	846,956	1,629,355
Deferred joint venture royalties	288,000	288,000
Other	141,363	182,916
Total current liabilities	2,587,239	4,404,766
NOTE PAYABLE, NET OF CURRENT PORTION (Note 6)	971,474	1,009,533
COMMITMENTS AND CONTINGENCIES (Note 13)		
EQUITY:		
Preferred stock, no par value; authorized 10,000 shares; none issued and Outstanding	—	—
Common stock, $0.02 par value per share; authorized 10,000,000 shares; issued and outstanding 4,399,290 and 4,353,058, respectively	87,986	87,061
Additional paid-in capital	10,935,216	10,137,809
Retained earnings	23,376,789	21,811,838
Accumulated other comprehensive income	1,250,368	2,496,940
Stockholders' equity	35,650,359	34,533,648
Non-controlling interest	58,954	91,795
Total equity	35,709,313	34,625,443
Total liabilities and stockholders' equity	$ 39,268,026	$ 40,039,742

See notes to consolidated financial statements.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

	Three Months Ended		Six Months Ended	
	February 29, 2012	**February 28, 2011**	**February 29, 2012**	**February 28, 2011**
NET SALES:				
Net sales, excluding joint ventures	$ 4,125,618	$ 4,093,107	$ 8,403,261	$ 7,539,410
Net sales, to joint ventures	848,710	685,011	1,403,181	1,337,149
Total net sales	4,974,328	4,778,118	9,806,442	8,876,559
Cost of goods sold	3,480,082	3,006,232	6,689,558	5,696,937
Gross profit	1,494,246	1,771,886	3,116,884	3,179,622
JOINT VENTURE OPERATIONS:				
Equity in income of joint ventures	1,224,675	1,129,659	2,582,355	2,824,790
Fees for services provided to joint ventures	1,298,126	1,402,149	2,743,378	2,853,929
Total joint venture operations	2,522,801	2,531,808	5,325,733	5,678,719
OPERATING EXPENSES:				
Selling expenses	1,014,082	921,554	2,122,568	1,920,607
General and administrative expenses	1,100,812	1,069,636	2,370,825	2,173,803
Expenses incurred in support of joint ventures	235,557	249,275	435,821	477,996
Research and development expenses	974,777	907,170	1,789,082	2,100,626
Total operating expenses	3,325,228	3,147,635	6,718,296	6,673,032
OPERATING INCOME	691,819	1,156,059	1,724,321	2,185,309
INTEREST INCOME	12,631	676	20,691	4,609
INTEREST EXPENSE	(7,284)	(22,241)	(13,250)	(45,475)
OTHER INCOME	6,825	6,725	13,650	13,650
INCOME BEFORE INCOME TAX EXPENSE	703,991	1,141,219	1,745,412	2,158,093
INCOME TAX EXPENSE	100,000	140,000	206,000	262,000
NET INCOME	603,991	1,001,219	1,539,412	1,896,093
NET INCOME ATTRIBUTABLE TO NON CONTROLLING INTEREST	(2,202)	52,180	(25,538)	47,273
NET INCOME ATTRIBUTABLE TO NTIC	$ 606,193	$ 949,039	$ 1,564,950	$ 1,848,820
NET INCOME PER COMMON SHARE:				
Basic	$ 0.14	$ 0.22	$ 0.36	$ 0.43
Diluted	$ 0.14	$ 0.22	$ 0.35	$ 0.42
WEIGHTED AVERAGE COMMON SHARES ASSUMED OUTSTANDING:				
Basic	4,398,356	4,340,934	4,366,932	4,281,399
Diluted	4,466,435	4,419,921	4,440,001	4,351,177

See notes to consolidated financial statements

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
SIX MONTHS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

	Six Months Ended	
	February 29, 2012	February 28, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,539,412	$ 1,896,093
Adjustments to reconcile net income to net cash used in operating activities:		
Expensing of fair value of stock options vested	145,046	109,880
Depreciation expense	163,171	168,810
Amortization expense	77,493	78,724
Equity in income from joint ventures	(2,582,355)	(2,824,790)
Gain on sale of property and equipment	—	(52,425)
Changes in current assets and liabilities:		
Receivables:		
Trade, excluding joint ventures	(290,512)	(901,627)
Trade, joint ventures	(316,174)	(95,677)
Fees for services receivables, joint ventures	164,795	(380,292)
Income taxes	(822)	—
Inventories	(111,041)	(508,321)
Prepaid expenses and other	(425,711)	(275,004)
Accounts payable	(902,749)	(120,142)
Income tax payable	(51,921)	149,863
Accrued liabilities	(198,639)	338,515
Net cash used in operating activities	(2,790,007)	(2,416,393)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investment in joint ventures	—	(38,217)
Dividends received from joint ventures	3,036,344	2,195,506
Additions to property and equipment	(80,698)	(122,237)
Proceeds from sale of property and equipment	—	100,000
Additions to patents	(85,176)	(43,024)
Net cash provided by investing activities	2,870,470	2,092,028
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of note payable	(38,059)	(21,210)
Proceeds from employee stock purchase plan	22,414	17,745
Proceeds from exercise of stock options	15,040	406,474
Net cash (used in) provided by financing activities	(605)	403,009
EFFECT OF EXCHANGE RATE CHANGES ON CASH:	(10,422)	9,409
NET INCREASE IN CASH AND CASH EQUIVALENTS	69,436	88,053
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	3,266,362	1,776,162
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 3,335,798	$ 1,864,215

See notes to consolidated financial statements.

1. INTERIM FINANCIAL INFORMATION

In the opinion of management, the accompanying unaudited consolidated financial statements contain all necessary adjustments, which are of a normal recurring nature, and present fairly the consolidated financial position of Northern Technologies International Corporation and its subsidiaries (the Company) as of February 29, 2012 and August 31, 2011 and the results of their operations for the three and six months ended February 29, 2012 and February 28, 2011 and their cash flows for the six months ended February 29, 2012 and February 28, 2011, in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company's annual report on Form 10-K for the fiscal year ended August 31, 2011. These consolidated financial statements also should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section appearing in this report.

Operating results for the three and six months ended February 29, 2012 are not necessarily indicative of the results that may be expected for the full fiscal year ending August 31, 2012.

The Company evaluates events occurring after the date of the consolidated financial statements requiring recording or disclosure in the financial statements.

2. INVENTORIES

Inventories consisted of the following:

	February 29, 2012	August 31, 2011
Production materials	$ 1,314,770	$ 1,320,082
Finished goods	2,622,171	2,522,772
	$ 3,936,941	$ 3,842,854

3. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	February 29, 2012	August 31, 2011
Land	$ 310,365	$ 310,365
Buildings and improvements	3,114,367	3,110,867
Machinery and equipment	2,283,131	2,213,269
	5,707,863	5,634,501
Less accumulated depreciation	(2,163,714)	(1,998,166)
	$ 3,544,149	$ 3,636,335

4. PATENTS AND TRADEMARKS, NET

Patents and trademarks, net consisted of the following:

	February 29, 2012	August 31, 2011
Patents and trademarks	$ 1,843,900	$ 1,758,722
Less accumulated amortization	(933,179)	(855,684)
	$ 910,721	$ 903,038

Patent and trademark costs are amortized over seven years. Costs incurred related to patents and trademarks are capitalized until filed and approved, at which time the amounts capitalized to date are amortized and any further costs, including maintenance costs, are expensed as incurred. Amortization expense is estimated to approximate $160,000 in each of the next five fiscal years.

5. INVESTMENTS IN JOINT VENTURES

The financial statements of the Company's foreign joint ventures are initially prepared using the accounting principles accepted in the respective joint ventures' countries of domicile. Amounts related to foreign joint ventures reported in the below tables and the accompanying financial statements have subsequently been adjusted to approximate U.S. GAAP in all material respects. All material profits recorded on sales from the Company to its joint ventures, that remain in inventory, have been eliminated for financial reporting purposes.

Financial information from the audited and unaudited financial statements of the Company's joint venture in Germany, Excor Korrosionsschutz – Technologien und Produkte GmbH (EXCOR), the Company's joint venture holding company in the Association of Southeast Asian Nations, or ASEAN, region, NTI ASEAN, LLC (NTI ASEAN), and all of the Company's other joint ventures, are summarized as follows:

	February 29, 2012			
	TOTAL	EXCOR	NTI ASEAN	All Other
Current assets	$61,449,882	$20,754,978	$ 15,429,546	$25,265,358
Total assets	68,109,529	23,378,049	15,577,183	29,154,297
Current liabilities	22,008,135	3,797,080	6,499,839	11,711,216
Noncurrent liabilities	5,190,921	—	990,752	4,200,169
Joint ventures' equity	40,910,473	19,580,969	8,086,592	13,242,912
Northern Technologies International Corporation's share of joint ventures' equity	18,900,336	9,790,486	2,990,939	6,118,911

	August 31, 2011			
	TOTAL	EXCOR	NTI ASEAN	All Other
Current assets	$66,956,061	$24,411,880	$ 14,565,219	$27,978,962
Total assets	73,155,916	27,093,874	14,759,582	31,302,460
Current liabilities	24,712,555	5,145,239	6,123,684	13,443,632
Noncurrent liabilities	4,605,837	—	1,020,034	3,585,803
Joint ventures' equity	43,837,523	21,948,635	7,615,864	14,273,025
Northern Technologies International Corporation's share of joint ventures' equity	20,559,509	10,931,819	2,803,194	6,824,496

	Six Months Ended February 29, 2012			
	TOTAL	EXCOR	NTI ASEAN	All Other
Net sales	$54,792,662	$16,958,519	$ 10,482,144	$27,351,999
Gross profit	25,945,925	8,860,381	4,705,397	12,380,147
Net income	4,798,435	3,158,682	1,276,056	363,697
Northern Technologies International Corporation’s share of equity in income of joint ventures	$ 2,582,355	$ 1,576,496	$ 692,115	$ 313,744

	Six Months Ended February 28, 2011			
	TOTAL	EXCOR	NTI ASEAN	All Other
Net sales	$53,405,322	$16,737,132	$ 8,690,315	$27,977,875
Gross profit	24,910,772	8,506,310	4,055,738	12,348,724
Net income	5,277,712	3,116,690	1,053,512	1,107,510
Northern Technologies International Corporation’s share of equity in income of joint ventures	$ 2,824,790	$ 1,547,773	$ 558,260	$ 718,757

The Company records expenses that are directly attributable to the joint ventures on the statements of operations on the line “Expenses incurred in support of joint ventures”. The expenses include items such as employee compensation and benefit expenses, travel expense and consulting expense.

The Company did not make any joint venture investments during the six months ended February 29, 2012 and February 28, 2011.

6. CORPORATE DEBT

In connection with the purchase of its corporate headquarters, in September 2006, Northern Technologies Holding Company, LLC (NTI LLC) obtained a term loan from PNC Bank, National Association (PNC Bank) with a principal amount of $1,275,000 that was to mature on May 1, 2011. On January 10, 2011, NTI LLC refinanced its term loan in the then principal amount of approximately $1,141,788. The term loan matures on January 10, 2016, bears interest at an annual rate based on the daily LIBOR rate plus 2.15% and is payable in 59 consecutive monthly installments equal to approximately $6,343 (inclusive of principal but exclusive of interest) commencing in February 2011. The term loan is secured by a first lien on the real estate and building owned by NTI LLC and all of the assets of the Company and is guaranteed by the Company.

The Company has a revolving line of credit with PNC Bank of $3,000,000. No amounts were outstanding under the line of credit as of February 29, 2012 and August 31, 2011. At the option of the Company, outstanding advances under the line of credit bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by the Company or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate. Interest is payable in arrears (a) for the portion of advances bearing interest under the prime rate on the last day of each month during the term thereof and (b) for the portion of advances bearing interest under the LIBOR option on the last day of the respective LIBOR interest period selected for such advance. Any unpaid interest is payable on the maturity date. As of February 29, 2012, the interest rate was 3.24% and the weighted average rate was 3.13% for the six months ended February 29, 2012. As of February 28, 2011, the interest rate was 2.35% and the weighted average rate was 2.39% for the six months ended February 28, 2011. The revolving line of credit is secured by cash, receivables and inventory.

The term loan and the line of credit are governed under separate loan agreements (collectively, the Loan Agreements). The Loan Agreements contain standard covenants, including affirmative financial covenants, such as the maintenance of a minimum fixed charge coverage ratio, and negative covenants, which, among other things, limit the incurrence of additional indebtedness, loans and equity investments, disposition of assets, mergers and consolidations and other matters customarily restricted in such agreements. Under the Loan Agreements, the Company is subject to a minimum fixed charge coverage ratio of 1.10:1.00.

On January 10, 2012, the Company and PNC Bank entered into a Waiver and First Amendment to Loan Documents pursuant to which the Company and PNC Bank amended the loan agreement and other documents evidencing the Company's $3,000,000 line of credit with PNC Bank effective as of January 11, 2012 to extend the maturity date of the line of credit from January 10, 2012 to January 9, 2013, and waive a technical covenant default by the Company to deliver a compliance certificate for the period ending November 30, 2011. All other terms of the line of credit and the loan agreement and other documents evidencing the line of credit remain the same.

7. STOCKHOLDERS' EQUITY

During the six months ended February 29, 2012, the Company did not purchase or retire any shares of its common stock. The following stock options to purchase shares of common stock were exercised during the six months ended February 29, 2012:

Options Exercised	Exercise Price
1,966	$ 7.65

The Company granted stock options under the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan (the 2007 Plan) to purchase an aggregate of 26,000 shares of its common stock to directors during the six months ended February 29, 2012. The per share exercise price of the stock options is $16.45, which is equal to the fair market value of the Company's common stock on the date of grant.

During the six months ended February 29, 2012, the Company granted stock bonuses under the 2007 Plan for an aggregate of 42,707 shares of its common stock to various employees at a grant price of $14.42 per share. The aggregate fair value of the shares of the Company's common stock as of the date of grant of the stock bonuses was $615,830, based on the closing sale price of a share of the Company's common stock on the date of grant. The fair value of common stock granted during the six months ended February 29, 2012 was based on fiscal 2011 performance and was included in accrued liabilities at August 31, 2011.

During the six months ended February 28, 2011, the Company did not purchase or retire any shares of its common stock. The following stock options to purchase shares of common stock were exercised during the six months ended February 28, 2011:

Options Exercised	Exercise Price
40,000	$ 5.38
2,000	7.65
666	7.75
2,000	8.01
4,000	8.57
1,334	9.75
4,000	9.76
5,333	12.84

The Company granted stock options under the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan to purchase an aggregate of 30,000 shares of its common stock to various employees and directors during the six months ended February 28, 2011.

During the six months ended February 28, 2011, the Company granted stock bonuses under the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan for an aggregate of 22,686 shares of its common stock to various employees. The fair value of the shares of the Company's common stock as of the date of grant of the stock bonuses was $319,649, based on the closing sale price of a share of the Company's common stock on the date of grant. The fair value of common stock granted during the six months ended February 28, 2011 was based on fiscal 2010 performance and was included in accrued liabilities at August 31, 2010.

8. TOTAL COMPREHENSIVE INCOME

The Company's total comprehensive (loss) income was as follows:

	Three Months Ended		Six Months Ended	
	February 29, 2012	**February 28, 2011**	**February 29, 2012**	**February 28, 2011**
Net income	$ 603,991	$ 1,001,219	$ 1,539,412	$ 1,896,093
Other comprehensive income (loss) – foreign currency translation adjustment	(68,307)	753,338	(1,246,572)	1,158,202
Total comprehensive income (loss)	$ 535,684	$ 1,754,557	$ 292,840	$ 3,054,295

9. NET INCOME PER COMMON SHARE

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per share assumes the exercise of stock options using the treasury stock method, if dilutive.

Options to purchase shares of common stock of 26,000 were excluded from the computation of common share equivalents for the three and six months ended February 29, 2012, as the exercise prices of such options were greater than market price of a share of common stock. No options to purchase shares of common stock were excluded from the computation of common share equivalents for both the three and six months ended February 28, 2011.

The following is a reconciliation of the earnings per share computation for the three and six months ended February 29, 2012 and February 28, 2011:

	Three Months Ended		Six Months Ended	
Numerators:	**February 29, 2012**	**February 28, 2011**	**February 29, 2012**	**February 28, 2011**
Net income attributable to NTIC	$ 606,193	$ 949,039	$ 1,564,950	$ 1,848,820
Denominator:				
Basic – weighted shares outstanding	4,398,356	4,340,934	4,366,932	4,281,399
Weighted shares assumed upon exercise of stock options	68,079	78,987	73,069	69,778
Diluted – weighted shares outstanding	4,466,435	4,419,921	4,440,001	4,351,177
Basic earnings per share:	$ 0.14	$ 0.22	$ 0.36	$ 0.43
Diluted earnings per share:	$ 0.14	$ 0.22	$ 0.35	$ 0.42

The dilutive impact summarized above relates to the periods when the average market price of the Company's common stock exceeded the exercise price of the potentially dilutive option securities granted. Earnings per common share were based on the weighted average number of common shares outstanding during the periods when computing the basic earnings per share. When dilutive, stock options are included as equivalents using the treasury stock market method when computing the diluted earnings per share.

10. STOCK-BASED COMPENSATION

The Company has two stock-based compensation plans under which stock options and other stock-based awards have been granted, including the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan and the Northern Technologies International Corporation Employee Stock Purchase Plan (the ESPP). The Compensation Committee of the Board of Directors and the Board of Directors administers these plans.

The 2007 Plan provides for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, stock unit awards, performance awards and stock bonuses to eligible recipients to enable the Company and its subsidiaries to attract and retain qualified individuals through opportunities for equity participation in the Company, and to reward those individuals who contribute to the achievement of the Company's economic objectives. Subject to adjustment as provided in the 2007 Plan, up to a maximum of 800,000 shares of the Company's common stock are issuable under the 2007 Plan. Options granted under the 2007 Plan generally have a term of five years and become exercisable over a three- or four-year period beginning on the one-year anniversary of the date of grant. Options are granted at per share exercise prices equal to the market value of the Company's common stock on the date of grant. To date, only stock options and stock bonuses have been granted under the 2007 Plan.

The maximum number of shares of common stock of the Company available for issuance under the ESPP is 100,000 shares, subject to adjustment as provided in the ESPP. The ESPP provides for six-month offering periods beginning on September 1 and March 1 of each year. The purchase price of the shares is 90% of the lower of the fair market value of common stock at the beginning or end of the offering period. This discount may not exceed the maximum discount rate permitted for plans of this type under Section 423 of the Internal Revenue Code of 1986, as amended. The ESPP is compensatory for financial reporting purposes.

The Company granted options to purchase 26,000 and 30,000 shares of its common stock during the six months ended February 29, 2012 and February 28, 2011, respectively. The fair value of option grants is determined at date of grant, using the Black-Scholes option pricing model with the assumptions listed below. Based on these valuations, the Company recognized compensation expense of $145,046 and $109,880 during the six months ended February 29, 2012 and February 28, 2011, respectively, related to the options that vested during such time period. The stock-based expense recorded reduced after-tax net income per share by $0.03 for each of the six months ended February 29, 2012 and February 28, 2011. As of February 29, 2012, the total compensation cost for non-vested options not yet recognized in the Company's consolidated statements of operations was $171,427 net of estimated forfeitures. Additional stock-based compensation expense of $143,351 is expected through the remainder of fiscal year 2012, and expense of $31,196 and $0 is expected to be recognized during fiscal 2013 and fiscal 2014, respectively. Future option grants will impact the compensation expense recognized.

The Company currently estimates a ten percent forfeiture rate for stock options and continually reviews this estimate for future periods.

The fair value of each option grant is estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions and results for the grants:

	February 29, 2012	**February 28, 2011**
Dividend yield	0.00%	0.00%
Expected volatility	48.8%	49.2%
Expected life of option	5 years	5 years
Average risk-free interest rate	1.31%	1.31%

The weighted average fair value of options granted during the six months ended February 29, 2012 and February 28, 2011 was $7.14 and $3.60, respectively. The weighted average remaining contractual life of the options outstanding as of February 29, 2012 and February 28, 2011 was 2.07 years and 3.20 years, respectively.

11. GEOGRAPHIC AND SEGMENT INFORMATION

Net sales by geographic location as a percentage of total consolidated net sales for the three and six months ended February 29, 2012 and February 28, 2011 were as follows:

	Three Months Ended		**Six Months Ended**	
	February 29, 2012	**February 28, 2011**	**February 29, 2012**	**February 28, 2011**
Inside the U.S.A. to unaffiliated customers	58.9%	56.2%	63.3%	61.3%
Outside the U.S.A to:				
Joint ventures in which the Company is a shareholder directly and indirectly	11.9%	15.4%	13.7%	15.9%
Unaffiliated customers	29.2%	28.4%	23.0%	22.8%
	100.0%	100.0%	100.0%	100.0%

Net sales by geographic location are based on the location of the customer.

Fees for services provided to joint ventures by geographic location as a percentage of total fees for services provided to joint ventures during the three and six months ended February 29, 2012 and February 28, 2011 were as follows:

	Three Months Ended			
	February 29, 2012	**% of Total Fees for Services Provided to Joint Ventures**	**February 28, 2011**	**% of Total Fees for Services Provided to Joint Ventures**
Germany	$ 251,387	19.4%	$ 264,476	18.9%
Japan	214,984	16.6%	233,170	16.6%
India	163,689	12.6%	161,158	11.5%
Sweden	148,277	11.4%	150,000	10.7%
France	127,004	9.8%	159,107	11.3%
Finland	118,911	9.2%	122,565	8.7%
United Kingdom	80,639	6.2%	76,702	5.5%
Other	193,235	14.8%	234,971	16.8%
	$ 1,298,126	100.0%	$ 1,402,149	100.0%

	Six Months Ended			
	February 29, 2012	% of Total Fees for Services Provided to Joint Ventures	February 28, 2011	% of Total Fees for Services Provided to Joint Ventures
Japan	$ 503,522	18.4%	$ 509,170	17.8%
Germany	500,833	18.3%	521,753	18.3%
Sweden	304,934	11.1%	294,111	10.3%
India	299,844	10.9%	361,869	12.7%
France	268,643	9.8%	323,590	11.3%
Finland	251,407	9.2%	266,776	9.3%
United Kingdom	160,138	5.8%	159,344	5.6%
Other	454,057	16.5%	417,316	14.7%
	$ 2,743,378	100.0%	$ 2,853,929	100.0%

The following table sets forth the Company’s net sales for the three and six months ended February 29, 2012 and February 28, 2011 by segment:

	Three Months Ended		Six Months Ended	
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011
ZERUST® sales	$ 4,570,779	$ 4,576,313	$ 9,023,425	$ 8,451,741
Natur-Tec™ sales	403,549	201,805	783,017	424,818
	$ 4,974,328	$ 4,778,118	$ 9,806,442	$ 8,876,559

The following table sets forth the Company’s cost of goods sold for the three and six months ended February 29, 2012 and February 28, 2011 by segment:

	Three Months Ended				Six Months Ended			
	February 29, 2012	% of Product Sales*	February 28, 2011	% of Product Sales*	February 29, 2012	% of Product Sales*	February 28, 2011	% of Product Sales*
Direct cost of goods sold								
ZERUST®	$ 2,569,588	56.2%	$ 2,382,989	52.1%	$ 5,027,387	55.7%	$ 4,529,828	53.6%
Natur-Tec™	361,704	89.6%	176,805	87.6%	658,265	84.1%	357,435	84.1%
Indirect cost of goods sold	548,790	—	446,438	—	1,003,906	—	809,674	—
	$ 3,480,082		$ 3,006,232		$ 6,689,558		$ 5,696,937	

* The percent of segment sales is calculated by dividing the direct cost of goods sold for each individual segment category by the net sales for each segment category.

The Company's management utilizes product net sales and direct and indirect cost of goods sold for each product in reviewing the financial performance of a product type. Further allocation of Company expenses or assets, aside from amounts presented in the tables above, is not utilized in evaluating product performance, nor does such allocation occur for internal financial reporting.

Sales to the Company's joint ventures are included in the foregoing geographic and segment information, however, sales by the Company's joint ventures to other parties are not included. The foregoing geographic and segment information represents only sales and cost of goods sold recognized directly by the Company.

The geographical distribution of long-lived assets is set forth as follows:

	February 29, 2012	August 31, 2011
United States	$ 3,406,106	$ 3,499,518
Brazil	138,043	136,817
Consolidated	$ 3,544,149	$ 3,636,335

Long-lived assets consist primarily of property and equipment. These assets are periodically reviewed to assure the net realizable value from the estimated future production based on forecasted sales exceeds the carrying value of the assets.

12. RESEARCH AND DEVELOPMENT

The Company expenses all costs related to product research and development as incurred.   The Company incurred $1,789,082 and $2,100,626 of expense during the six months ended February 29, 2012 and February 28, 2011, respectively, in connection with its research and development activities. These costs related to product research and development are net of reimbursements related to certain research and development contracts of $228,576 and $212,992 for the six months ended February 29, 2012 and February 28, 2011, respectively. The net fees are accounted for in the "Research and Development Expenses" section of the consolidated statements of operations.

The Company has certain research and development contracts. The Company accrues proceeds received under such contracts and offsets research and development expenses incurred in equal installments over the timelines associated with completion of the contracts' specific objectives and milestones. At February 29, 2012 and August 31, 2011, the Company did not have any deferred amounts in other accrued liabilities as the Company had not yet performed under the obligations of the contract at that time.

13. COMMITMENTS AND CONTINGENCIES

On September 27, 2011, the Compensation Committee of the Board of Directors of the Company approved the material terms of an annual bonus plan for the Company's executive officers and certain officers and employees for the fiscal year ending August 31, 2012. For fiscal 2012 as in past years, the total amount available under the bonus plan will be up to 25% of the Company's earnings before interest, taxes and other income (EBITOI) and will be $0 if EBITOI is below 70% of a pre-established target EBITOI for fiscal 2012. Each plan participant's percentage of the overall bonus pool will be based upon the number of plan participants, the individual's annual base salary and the individual's position and level of responsibility within the company. In the case of each of the Company's executive officer participants, 75% of the amount of their individual bonus payout will be determined based upon the Company's actual EBITOI for fiscal 2012 compared to the pre-established target EBITOI for fiscal 2012 and 25% of the payout will be determined based upon such executive officer's achievement of certain pre-established individual performance objectives. The payment of bonuses under the plan are discretionary and may be paid to executive officer participants in both cash and shares of NTIC common stock, the exact amount and percentages of which will be determined by the Company's Board of Directors, upon recommendation of the Compensation Committee, after the completion of the Company's consolidated financial statements for fiscal 2012.

There was $542,720 for management bonuses accrued for six months ended February 29, 2012 compared to a management bonus accrual of $765,000 for the six months ended February 28, 2011.

A subsidiary of the Company, NTI Facilities, Inc., leases property located at 23205 Mercantile Road, Beachwood, Ohio. Remaining rentals payable under such leases are as follows: fiscal 2012 - $119,250; fiscal 2013 - $238,500; fiscal 2014 - $59,500 and thereafter - $0.

One customer accounted for 28.9% of the Company's trade receivables, excluding joint ventures at February 28, 2011. Three joint ventures accounted for 60.0% and 69.0% of the Company's trade joint venture receivables at February 29, 2012 and February 28, 2011, respectively.

From time to time, the Company is subject to various claims and legal actions in the ordinary course of its business. The Company is not currently involved in any legal proceeding in which the Company believes, based on information currently available, that there is a reasonable possibility of a material loss.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis provides material historical and prospective disclosures intended to enable investors and other users to assess NTIC's financial condition and results of operations. Statements that are not historical are forward-looking and involve risks and uncertainties discussed under the heading "Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Forward-Looking Statements." The following discussion of the results of the operations and financial condition of NTIC should be read in conjunction with NTIC's consolidated financial statements and the related notes thereto included under the heading "Part I. Item 1. Financial Statements."

Business Overview

NTIC develops and markets proprietary environmentally beneficial products and services in over 55 countries either directly or via a network of joint ventures, independent distributors and agents. NTIC's primary business is corrosion prevention marketed mainly under the ZERUST® brand. NTIC has been selling its proprietary ZERUST® rust and corrosion inhibiting products and services to the automotive, electronics, electrical, mechanical, military and retail consumer markets for over 35 years, and more recently, has targeted and expanded into the oil and gas industry. NTIC also sells a portfolio of bio-based and biodegradable (compostable) polymer resin compounds and finished products marketed under the Natur-Tec® brand. These products are intended to reduce NTIC's customers' carbon footprint and provide environmentally sound disposal options.

NTIC's ZERUST® rust and corrosion inhibiting products include plastic and paper packaging, liquids and coatings, rust removers and cleaners, diffusers and variations of these products designed specifically for the oil and gas industry. NTIC's also offers worldwide on-site technical consulting for rust and corrosion prevention issues. NTIC's technical service consultants work directly with the end users of NTIC's ZERUST® rust and corrosion inhibiting products to analyze their specific needs and develop systems to meet their technical requirements. In North America, NTIC sells its ZERUST® corrosion prevention solutions through a direct sales force as well as a network of independent distributors and agents. Internationally, NTIC sells its ZERUST® corrosion prevention solutions through its majority owned Brazilian subsidiary, Zerust Prevenção de Corrosão S.A. (Zerust Brazil), and joint venture arrangements in North America, Europe and Asia.

One of NTIC's strategic initiatives is to expand into and penetrate other markets for its ZERUST® corrosion prevention solutions. For the past several years, NTIC has focused its sales and marketing efforts on the oil and gas industry since the infrastructure that supports that industry is typically constructed using metals that are highly susceptible to corrosion and NTIC believes that its ZERUST® corrosion prevention solutions will minimize maintenance downtime on critical oil and gas industry infrastructure, extend the life of such infrastructure and reduce the risk of environmental pollution due to corrosion leaks.

Petroleo Brasileiro S.A. (Petrobras), an oil company located in Brazil, has conducted extensive multi-year product field trials of NTIC's ZERUST® rust and corrosion inhibiting products against competitive alternatives. During fiscal 2010, Zerust Brazil received a Phase 1 contract for an initial implementation of $1.4 million (BRL$ 2.5 million) in ZERUST® products which was delivered in fiscal 2010 and fiscal 2011. During fiscal 2011, Zerust Brazil signed a Phase 2 contract with Petrobras to supply $2.4 million (BRL$ 4.21 million) in ZERUST®products. During fiscal 2012, Petrobras expanded this Phase 2 contract to supply an additional $657,000 (BRL$ 1.15 million) in ZERUST® products, bringing the total Phase 2 contract value to $3.1 million (BRL$ 5.36 million) in ZERUST® products. Zerust Brazil delivered the entire balance of $2.5 million (BRL$ 4.38 million) of remaining product for the Phase 2 contracts to Petrobras in March 2012; and this revenue will be reflected in the third quarter of fiscal 2012.

NTIC is also pursuing opportunities to market its ZERUST® rust and corrosion prevention solutions to other targeted potential customers in the oil and gas industry across several countries through NTIC's joint venture partners and other strategic partners. NTIC believes the sale of its ZERUST® corrosion prevention solutions to customers in the oil and gas industry will involve a long sales cycle, likely including a one- to two-year trial period with each customer and a slow integration process thereafter.

Natur-Tec® bio-based and biodegradable plastics are manufactured using NTIC's patented and/or proprietary technologies and are intended to replace conventional petroleum-based plastics. The Natur-Tec® bioplastics portfolio includes biopolymer resin compounds which are available in several grades tailored for a variety of applications, such as blown-film extrusion, extrusion coating, injection molding and rigid, engineered plastics, and finished products, including shopping and grocery bags, lawn and leaf bags, can liners, pet waste collection bags, cutlery, packaging foam and coated paper products, which are engineered to be fully biodegradable in a composting environment. In North America, NTIC markets its Natur-Tec® resin compounds and finished products primarily through a network of national and regional distributors and independent agents. NTIC continues to see significant opportunities for finished bioplastic products and, therefore, continues to strengthen and expand its North American distribution network for finished Natur-Tec bioplastic products. Internationally, NTIC sells its Natur-Tec® resin compounds and finished products both directly and through some of its joint venture arrangements, including in particular its joint venture in India, Harita NTI Limited (HNTI).

In fiscal 2011, NTIC and HNTI signed a memorandum of understanding with the Indian conglomerate ITC Limited to jointly develop and commercialize biopolymer extrusion coated paper products targeted at the consumer goods packaging market in India. The two companies will jointly develop solutions in the Indian market towards providing biodegradable/compostable products such as food service ware, food packaging, personal care product packaging and other fast-moving consumer goods packaging. In 2011, the Indian government enacted legislation banning the use of certain non-biodegradable plastics for laminate packaging for tobacco and food segments. As a result, HNTI has experienced significant demand for Natur-Tec® compostable resins in this potentially large market for laminate packaging. In addition, during fiscal 2011, NTIC entered into an agreement with Italy-based Naturfuels s.r.l. to distribute its Natur-Tec® bioplastic materials and products in the Italian market. Under the terms of the distribution agreement, NTIC will supply Naturfuels with NTIC's patented high-strength Natur-Tec® compostable film grade resin compounds to be used for the production of bio-plastic shopping and garbage bags on conventional plastic film production equipment. In 2011, the Italian government passed legislation banning the use of non-biodegradable plastic shopping bags. However, enforcement of this law has recently been delayed until late 2012 to allow Italian bag manufacturers to exhaust their current supply of conventional polyolefinic resins before completely changing to certified compostable resins. As a result, resin sales to Naturfuels are not expected to have a material effect on NTIC's operating results until late in fiscal 2012 or 2013.

NTIC's Joint Venture Network

NTIC participates, either directly or indirectly, in 24 active joint venture arrangements in North America, Europe and Asia. Each of these joint ventures generally manufactures and markets products in the geographic territory to which it is assigned. While most of NTIC's joint ventures exclusively sell rust and corrosion inhibiting products, some of the joint ventures sell NTIC's Natur-Tec® resin compounds and finished products and NTIC's Polymer Energy LLC joint venture manufactures and sells Polymer Energy™ equipment that converts waste plastic into diesel, gasoline and heavy fractions. NTIC historically has funded its joint venture investments with cash generated from operations.

NTIC's receipt of funds from its joint ventures is dependent upon fees for services that NTIC provides to its joint ventures based primarily on the revenues of the joint ventures and NTIC's receipt of dividend distributions from the joint ventures. NTIC receives fees for services provided to its joint ventures based primarily on the net sales of the individual joint ventures. The fees for services provided to joint ventures are determined based on either a flat fee or a percentage of sales depending on local laws and tax regulations. With respect to NTIC's primary joint venture in Germany (EXCOR), NTIC recognizes an agreed upon quarterly fee for such services. With respect to NTIC's ASEAN joint venture holding company (NTI ASEAN), NTIC does not receive a fee for such services, but rather receives a bi-annual dividend based on available cash. NTIC recognizes equity income from its joint ventures based on the overall profitability of its joint ventures. Such profitability is subject to variability from quarter to quarter which, in turn, subjects NTIC's earnings to variability from quarter to quarter. The profits of NTIC's joint ventures are shared by the respective joint venture owners in accordance with their respective ownership percentages. NTIC typically owns only 50% or less of each of its joint venture entities and thus does not control the decisions of these entities regarding whether to pay dividends and, if paid, how much they should be in a given year. The payment of a dividend by an entity is determined by a joint vote of the owners and is not at the sole discretion of NTIC.

NTIC does not consolidate the results of its joint ventures in its consolidated financial statements. NTIC's investments in its joint ventures are accounted for using the equity method. Although Zerust Brazil originated as a joint venture of NTIC, it is no longer considered a joint venture, but rather it is a majority owned subsidiary of NTIC and thus, unlike NTIC's joint ventures, its results are consolidated in NTIC's consolidated financial statements. NTIC holds 85% of the equity and 85% of the voting rights of Zerust Brazil. Although NTIC owns a 62.5% ownership interest in Polymer Energy LLC, NTIC has not consolidated the Polymer Energy LLC joint venture in NTIC's consolidated financial statements for the three and six months ended February 29, 2012 or any prior period since Polymer Energy LLC has had limited activity since its inception in 2003 and NTIC believes that the impact of not consolidating this entity on NTIC's consolidated financial statement has been immaterial. No license fees were received by Polymer Energy LLC and no other financial activity took place during the three and six months ended February 29, 2012, and accordingly, during such period, NTIC received and recorded no fees for services provided to joint ventures in its consolidated financial statements attributable to its ownership interest in Polymer Energy LLC.

NTIC considers EXCOR and NTI ASEAN to be individually significant to NTIC's consolidated assets and income; and therefore, provides certain additional information regarding these entities in the notes to NTIC's consolidated financial statements and in this section of this report.

Financial Overview

NTIC's management, including its chief executive officer who is NTIC's chief operating decision maker, reports and manages NTIC's operations in two reportable business segments based on products sold, customer base and distribution center: ZERUST® products and services and Natur-Tec® products.

NTIC's consolidated net sales increased 4.1% and 10.5% during the three and six months ended February 29, 2012 compared to the three and six months ended February 28, 2011. These increases were primarily a result of increased demand and sales of Natur-Tec® products, as well as for the six month period comparison increased demand and sales of ZERUST® rust and corrosion inhibiting packaging products and services. During the three and six months ended February 29, 2012, 91.9% and 92.0% of NTIC's consolidated net sales, respectively, were derived from sales of ZERUST® products and services, which decreased 0.1% and increased 6.8% to $4,570,779 and $9,023,425 during the three and six months ended February 29, 2012, respectively, compared to $4,576,313 and $8,451,741 during the three and six months ended February 28, 2011, respectively, due to changes in demand from existing customers and the addition of new customers. NTIC has focused its sales efforts of ZERUST® products and services by strategically targeting customers with specific corrosion issues in new market areas, including the oil and gas industry and other industrial sectors that offer sizable growth opportunities. NTIC's consolidated net sales for the three and six months ended February 29, 2012 included $611,612 and $1,216,532, respectively, of sales made by Zerust Brazil, and of those sales, $105,000 and $150,861, respectively, in sales were made to the oil and gas industry sector in Brazil.   Overall demand for ZERUST® products and services depends heavily on the overall health of the markets in which NTIC sells its products, including in particular the automotive market.

During the three and six months ended February 29, 2012, 8.1% and 8.0%, of NTIC's consolidated net sales were derived from sales of Natur-Tec® products compared to 4.2% and 4.8% during the three and six months ended February 28, 2011, respectively. Net sales of Natur-Tec® products increased 100.0% and 84.3% during the three and six months ended February 29, 2012 compared to the three and six months ended February 28, 2011. These increases were due to increased sales to Natur-Tec® distributors on the West Coast of the United States. NTIC has continued to strengthen and expand its West Coast distribution network in California, as well as expand its industrial distribution reach to geographical "green" hotspots such as Oregon, Washington, Minnesota and New England. Additionally, NTIC has continued to target key national and regional retailers utilizing independent sales agents. Demand for the Natur-Tec® products depends primarily on market acceptance and the extent of NTIC's distribution network.

Cost of goods sold as a percentage of net sales increased to 70.0% and 68.2% during the three and six months ended February 29, 2012 compared to 62.9% and 64.2% during the three and six months ended February 28, 2011 primarily as a result of a slight increase in shipping costs, production overhead and raw material prices and a higher percentage of sales of Natur-Tec® products, which generally carry smaller margins than ZERUST® products and services.

NTIC's equity in income of joint ventures increased 8.4% and decreased 8.6% to $1,224,675 and $2,582,355, respectively, during the three and six months ended February 29, 2012 compared to $1,129,659 and $2,824,790 during the three and six months ended February 28, 2011, which was primarily a result of changes in the profitability of NTIC's largest joint venture, EXCOR in Germany during the most recent period. NTIC recognized a 7.4% and 3.9% decrease in fees for services provided to joint ventures during the three and six months ended February 29, 2012 compared to the three and six months ended February 28, 2011, respectively. These decreases were primarily a result of the weakening of the EURO and other currencies compared to the U.S. dollar, and correlated with a 1.2% decrease and 2.6% increase in total net sales of NTIC's joint ventures to $25,997,430 and $54,792,662 during the three and six months ended February 29, 2012, respectively, compared the three and six months ended February 28, 2011.

NTIC's total operating expenses increased slightly 0.7%, or $45,264, to $6,718,296 during the six months ended February 29, 2012 compared to the six months ended February 28, 2011.

NTIC expenses all costs related to product research and development as incurred. NTIC incurred $1,789,082 and $2,100,626 of expense during the six months ended February 29, 2012 and February 28, 2011, respectively, in connection with its research and development activities. These represent net amounts after being reduced by reimbursements related to certain research and development contracts. Such reimbursements totaled $228,576 and $212,992 for the six months ended February 29, 2012 and February 28, 2011, respectively. NTIC anticipates that it will spend between $4,000,000 and $4,200,000 in total during fiscal 2012 on research and development activities related to its new technologies. This estimate is a net range after being reduced by anticipated reimbursements related to certain research and development contracts.

Net income attributable to NTIC decreased 36.3%, to $606,193, or $0.14 per diluted common share, for the three months ended February 29, 2012 compared to $949,039, or $0.22 per diluted common share, for the three months ended February 28, 2011. Net income attributable to NTIC decreased 15.4%, to $1,564,950, or $0.35 per diluted common share, for the six months ended February 29, 2012 compared to $1,848,820, or $0.42 per diluted common share, for the six months ended February 28, 2011. These decreases were primarily the result of decreases in income from NTIC's joint ventures. NTIC anticipates that its quarterly net income will remain subject to significant volatility primarily due to the financial performance of its joint ventures and sales of its ZERUST® products and services into the oil and gas industry and Natur-Tec® bioplastics products, which sales fluctuate more on a quarterly basis than the traditional ZERUST® business.

NTIC's working capital was $11,871,035 at February 29, 2012, including $3,335,798 in cash and cash equivalents compared to $9,085,748 at August 31, 2011, including $3,266,362 in cash and cash equivalents.

Results of Operations

The following tables set forth NTIC's results of operations for the three and six months ended February 29, 2012 and February 28, 2011.

	Three Months Ended					
	February 29, 2012	**% of Net Sales**	**February 28, 2011**	**% of Net Sales**	**$ Change**	**% Change**
Net sales, excluding joint ventures	$ 4,125,618	82.9%	$ 4,093,107	85.7%	$ 32,511	0.8%
Net sales, to joint ventures	848,710	17.1%	685,011	14.3%	163,699	23.9%
Cost of goods sold	3,480,082	70.0%	3,006,232	62.9%	473,850	15.8%
Equity in income of joint ventures	1,224,675	-	1,129,659	-	95,016	8.4%
Fees for services provided to joint ventures	1,298,126	-	1,402,149	-	(104,023)	(7.4%)
Selling expenses	1,014,082	20.4%	921,554	19.3%	92,528	10.0%
General and administrative expenses	1,100,812	22.1%	1,069,636	22.4%	31,176	2.9%
Expenses incurred in support of joint ventures	235,557	4.7%	249,275	5.2%	(13,718)	(5.5%)
Research and development expenses	974,777	19.6%	907,170	19.0%	67,607	7.5%

	Six Months Ended					
	February 29, 2012	**% of Net Sales**	**February 28, 2011**	**% of Net Sales**	**$ Change**	**% Change**
Net sales, excluding joint ventures	$ 8,403,261	85.7%	$ 7,539,410	84.9%	$ 863,851	11.5%
Net sales, to joint ventures	1,403,181	14.3%	1,337,149	15.1%	66,032	4.9%
Cost of goods sold	6,689,558	68.2%	5,696,937	64.2%	992,621	17.4%
Equity in income of joint ventures	2,582,355	-	2,824,790	-	(242,435)	(8.6%)
Fees for services provided to joint ventures	2,743,378	-	2,853,929	-	(110,551)	(3.9%)
Selling expenses	2,122,568	21.6%	1,920,607	21.6%	201,961	10.5%
General and administrative expenses	2,370,825	24.2%	2,173,803	24.5%	197,022	9.1%
Expenses incurred in support of joint ventures	435,821	4.4%	477,996	5.4%	(42,175)	(8.8%)
Research and development expenses	1,789,082	18.2%	2,100,626	23.7%	(311,544)	(14.8%)

Net Sales. NTIC's consolidated net sales increased 4.1% and 10.5% to $4,974,328 and $9,806,442, respectively, during the three and six months ended February 29, 2012 compared to the three and six months ended February 28, 2011. NTIC's consolidated net sales to unaffiliated customers excluding NTIC's joint ventures increased 0.8% and 11.5% to $4,125,618 and $8,403,261, respectively, during the three and six months ended February 29, 2012 compared to the same respective prior year periods. These increases were primarily a result of increased demand and sales of Natur-Tec® products, as well as for the six month period, increased demand and sales of ZERUST® rust and corrosion inhibiting packaging products and services. Net sales to joint ventures increased 23.9% and 4.9% to $848,710 and $1,403,181 during the three and six months ended February 29, 2012, respectively, compared to the same respective prior year periods. These increases were due to increases in demand primarily as a result of the economic recovery of the international manufacturing sector, partially offset by decreased pricing due to increased competition.

The following table sets forth NTIC's net sales by product category for the three and six months ended February 29, 2012 and February 28, 2011 by segment:

	Three Months Ended		Six Months Ended	
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011
ZERUST® sales	$ 4,570,779	$ 4,576,313	$ 9,023,425	$ 8,451,741
Natur-Tec™ sales	403,549	201,805	783,017	424,818
Total North American net sales*	$ 4,974,328	$ 4,778,118	$ 9,806,442	$ 8,876,559

* Excludes net sales by NTIC's joint ventures which are not combined with NTIC's sales in NTIC's consolidated financial statements or in any description of NTIC's sales.

During the three and six months ended February 29, 2012, 91.9% and 92.0% of NTIC's consolidated net sales, respectively, were derived from sales of ZERUST® products and services, which decreased 0.1% and increased 6.8% to $4,570,779 and $9,023,425 during the three and six months ended February 29, 2012, respectively, compared to $4,576,313 and $8,451,741 during the three and six months ended February 28, 2011, respectively, due to changes in demand from existing customers and the addition of new customers. NTIC has focused its sales efforts of ZERUST® products and services by strategically targeting customers with specific corrosion issues in new market areas, including the oil and gas industry and other industrial sectors that offer sizable growth opportunities.

NTIC's consolidated net sales during the three and six months ended February 29, 2012 included $611,612 and $1,216,532, respectively, of sales made by Zerust Brazil, and of those sales, $105,000 and $150,861, respectively, in sales were made to the oil and gas industry sector in Brazil.

During the three and six months ended February 29, 2012, 8.1% and 8.0% of NTIC's consolidated net sales, respectively, were derived from sales of Natur-Tec® products, which increased 100.0% and 84.3% to $403,549 and $783,017 during the three and six months ended February 29, 2012, respectively, compared to the three and six months ended February 28, 2011. These increases were due to increased sales to Natur-Tec® distributors on the West Coast of the United States. NTIC has continued to strengthen and expand its West Coast distribution network in California, as well as expand its industrial distribution reach to geographical "green" hotspots such as Oregon, Washington, Minnesota and New England. Additionally, NTIC has continued to target key national and regional retailers utilizing independent sales agents. Demand for the Natur-Tec® products depends primarily on market acceptance and the extent of NTIC's distribution network.

Cost of Goods Sold. Cost of goods sold increased 15.8% and 17.4% for the three and six months ended February 29, 2012, respectively, compared to the three and six months ended February 28, 2011 primarily as a result of increased net sales as described above. Cost of goods sold as a percentage of net sales increased to 70.0% and 68.2% for the three and six months ended February 29, 2012, respectively, compared to 62.9% and 64.2% for the three and six months ended February 28, 2011, respectively, primarily as a result of a slight increase in shipping costs, production overhead and raw material prices and a higher percentage of sales of Natur-Tec® products, which generally carry smaller margins than ZERUST® products and services.

Equity in Income of Joint Ventures. NTIC had equity in income of joint ventures of $1,224,675 and $2,582,355 during the three and six months ended February 29, 2012, respectively, compared to equity in income of joint ventures of $1,129,659 and $2,824,790 during the three and six months ended February 28, 2011, respectively. Of the total equity in income of joint ventures, NTIC had equity in income of joint ventures of $1,576,496 attributable to EXCOR during the six months ended February 29, 2012 compared to $1,547,773 attributable to EXCOR during the six months ended February 28, 2011. Of the total equity in income of joint ventures, NTIC had equity in income of joint ventures of $692,115 attributable to NTI ASEAN during the six months ended February 29, 2012 compared to $558,260 attributable to NTI ASEAN during the six months ended February 28, 2011. NTIC had equity in income of all other joint ventures of $313,744 during the six months ended February 29, 2012 compared to $718,757 during the six months ended February 28, 2011.

Fees for Services Provided to Joint Ventures. NTIC recognized fee income for services provided to joint ventures of $1,298,126 and $2,743,378 during the three and six months ended February 29, 2012, respectively, compared to $1,402,149 and $2,853,929 during the three and six months ended February 28, 2011, respectively, representing a decrease of 7.4% and 3.9%, respectively. These decreases were primarily a result of the weakening of the EURO and other currencies compared to the U.S. dollar, and correlated with a 1.2% decrease and 2.6% increase in total net sales of NTIC's joint ventures to $25,997,430 and $54,792,662 during the three and six months ended February 29, 2012, respectively, compared the three and six months ended February 28, 2011. Total net sales of NTIC's joint ventures were adversely affected by the European sovereign debt crises, which we believe also adversely affected net sales of NTIC's other non-European joint ventures. Sales of NTIC's joint ventures are not included in NTIC's product sales and are not combined with NTIC's sales in NTIC's consolidated financial statements or in any description of NTIC's sales. Of the total fee income for services provided to its joint ventures, fees of $500,833 were attributable to EXCOR during the six months ended February 29, 2012 compared to $521,753 attributable to EXCOR during the six months ended February 28, 2011. This decrease was the result of foreign currency exchange rate fluctuations. NTIC does not receive fees attributable to NTI ASEAN. NTIC receives dividend payments based on fees paid from the joint ventures that comprise the NTI ASEAN investments.

NTIC sponsors a worldwide joint venture conference periodically in which all of NTIC's joint ventures and subsidiaries are invited to participate. NTIC defers a portion of its fees for services provided to joint ventures in each accounting period leading up to the next conference, reflecting that NTIC has not fully earned the payments received during that period. The next joint venture conference is scheduled to be held in summer of 2012 or 2013. No additional income during the three and six months ended February 29, 2012 and February 28, 2011 was deferred related to this future conference since $288,000 had been accrued prior to such time, which represents the amount that NTIC expects to spend to hold the next conference. This amount is based on the historical experience of NTIC, current conditions and the intentions of NTIC's management. NTIC does not anticipate deferring any additional fees for services provided to joint ventures until after the next conference. The costs associated with these joint venture conferences are offset against the deferral as incurred, generally in the period in which the conference is held and immediately before.

Selling Expenses. NTIC's selling expenses increased 10.0% and 10.5% for the three and six months ended February 29, 2012 and February 28, 2011 compared to the same respective periods in fiscal 2011 due to increases in compensation and employee benefits, lab testing related expenses, commission expenses, travel and related expenses, consulting expenses and selling expenses incurred at Zerust Brazil. Selling expenses as a percentage of net sales increased to 20.4% and remained stable at 21.6% for the three and six months ended February 29, 2012, from 19.3% and 21.6% during the three and six months ended February 28, 2011, due primarily to the increase in net sales, partially offset by the increase in selling expenses as previously described.

General and Administrative Expenses. NTIC's general and administrative expenses increased 2.9% and 9.1% for the three and six months ended February 29, 2012 compared to the same respective periods in fiscal 2011 due to an increase in compensation and benefits expenses associated with an increase in headcount and annual performance raises, partially offset by a decrease in consulting expenses. As a percentage of net sales, general and administrative expenses decreased to 22.1% and 24.2% for the three and six months ended February 29, 2012 from 22.4% and 24.5% for the three and six months ended February 28, 2011.

Expenses Incurred in Support of Joint Ventures. Expenses incurred in support of NTIC's joint ventures were $235,557 and $435,821during the three and six months ended February 29, 2012, respectively, compared to $249,275 and $477,996 during the three and six months ended February 28, 2011, representing a decrease of 5.5% and 8.8%, respectively. These decreases were due to a decrease in travel and legal expenses.

Research and Development Expenses. NTIC's research and development expenses increased 7.5% and decreased 14.8% for the three and six months ended February 29, 2012 compared to the same respective periods in fiscal 2011.

Interest Income. NTIC's interest income increased to $11,955 and $16,082 during the three and six months ended February 29, 2012, respectively, compared to $676 and $4,609 during the three and six months ended February 28, 2011, respectively, primarily due to increased cash balances earning interest during the most recent periods.

Interest Expense. NTIC's interest expense decreased to $7,284 and $13,250 during the three and six months ended February 29, 2012, respectively, compared to $22,241 and $45,475 during the three and six months ended February 28, 2011, respectively, primarily due to lower average outstanding debt levels during the most recent periods.

Income Before Income Tax Expense. Income before income tax expense decreased to $703,991 and $1,745,412 for the three and six months ended February 29, 2012, respectively, compared to $1,141,219 and $2,158,093 for the three and six months ended February 28, 2011, respectively.

Income Tax Expense. Income tax expense was $100,000 and $206,000 during the three and six months ended February 29, 2012, respectively, compared $140,000 and $262,000 during the three and six months ended February 28, 2011, respectively. Income tax expense was calculated based on management's estimate of NTIC's annual effective income tax rate. NTIC's annual effective income tax rate during the three months ended November 30, 2011 and 2010 was lower than the statutory rate primarily due to NTIC's equity in income of joint ventures being recognized based on after-tax earnings of these entities. To the extent undistributed earnings of NTIC's joint ventures are distributed to NTIC, it is not expected to result in any material additional income tax liability after the application of foreign tax credits. NTIC records a tax valuation allowance when it is more likely than not that some portion or all of its deferred tax assets will not be realized to reduce deferred tax assets to the amount expected to be realized. NTIC determined based on all available evidence, including historical data and projections of future results, that it is more likely than not that all of its deferred tax assets, except for its foreign tax credit carryforwards and Minnesota state research and development credit carryforwards, will be fully realized and that NTIC's deferred tax asset related to foreign tax credit carryforwards will not be realized due to insufficient federal taxable income within the carryforward period and the fact that for ordering purposes the foreign tax credit carryforwards are not allowed to be used until after any current year foreign tax credits are utilized.

Other Comprehensive Income - Foreign Currency Translations Adjustment. The volatility of the foreign currency translations adjustment was due to the strengthening of the U.S. dollar compared to the Euro and other foreign currencies during the three and six months ended February 29, 2012 compared to the same respective periods in fiscal 2011.

Liquidity and Capital Resources

Sources of Cash and Working Capital. As of February 29, 2012, NTIC's working capital was $11,871,035, including $3,335,798 in cash and cash equivalents, compared to working capital of $9,085,748, including $3,266,362 in cash and cash equivalents, at August 31, 2011.

As of February 29, 2012, NTIC had a term loan with a principal amount of $1,141,788 outstanding that Northern Technologies Holding Company, LLC (NTI LLC) obtained from PNC Bank, National Association (PNC Bank) in connection with the purchase of NTIC's corporate headquarters in September 2006. The term loan matures on January 10, 2016, bears interest at an annual rate based on the daily LIBOR rate plus 2.15% and is payable in consecutive monthly installments equal to approximately $6,343 (inclusive of principal but exclusive of interest). The term loan is secured by a first lien on the real estate and building owned by NTI LLC and all of the assets of NTIC and is guaranteed by NTIC.

As of February 29, 2012, NTIC also had a revolving line of credit with PNC Bank of $3,000,000 with no amounts outstanding as of such date. The line of credit is evidenced by an amended and restated committed line of credit note in the principal amount of up to $3,000,000. The line of credit has a $1,200,000 standby letter of credit subfacility, with any standby letters of credit issued thereunder being at the sole discretion of PNC Bank. Any standby letters of credit issued under the subfacility are subject to customary fees and charges payable by NTIC. At the option of NTIC, outstanding advances under the line of credit bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by NTIC or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate. Interest is payable in arrears (a) for the portion of advances bearing interest under the prime rate on the last day of each month during the term thereof and (b) for the portion of advances bearing interest under the LIBOR option on the last day of the respective LIBOR interest period selected for such advance. Any unpaid interest is payable on the maturity date. As of February 29, 2012, the interest rate on the line of credit was 3.24%.

The term loan and the line of credit are governed under two separate loan agreements. The loan agreements contain standard covenants, including affirmative financial covenants, such as the maintenance of a minimum fixed charge coverage ratio, and negative covenants, which, among other things, limit the incurrence of additional indebtedness, loans and equity investments, disposition of assets, mergers and consolidations and other matters customarily restricted in such agreements. Under the loan agreements, NTIC is subject to a minimum fixed charge coverage ratio of 1.10:1.00.

On January 10, 2012, NTIC and PNC Bank entered into a Waiver and First Amendment to Loan Documents pursuant to which NTIC and PNC Bank amended the loan agreement and other documents evidencing NTIC's $3,000,000 line of credit with PNC Bank effective as of January 11, 2012 to extend the maturity date of the line of credit from January 10, 2012 to January 9, 2013, and waive a technical covenant default by NTIC to deliver a compliance certificate for the period ending November 30, 2011. All other terms of the line of credit and the loan agreement and other documents evidencing the line of credit remain the same. NTIC expects to remain in compliance with all loan agreement covenants during the remainder of fiscal 2012.

NTIC believes that a combination of its existing cash and cash equivalents, forecasted cash flows from future operations, anticipated distributions of earnings, anticipated fees to NTIC for services provided to its joint ventures, and funds available through existing or anticipated financing arrangements, will be adequate to fund its existing operations, investments in new or existing joint ventures, capital expenditures, debt repayments and any stock repurchases for at least the next 12 months. During the remainder of fiscal 2012, NTIC expects to continue to invest in research and development and in marketing efforts and resources into its new businesses, product lines and markets, including in particular the application of its corrosion prevention technology into the oil and gas industry and its bio-plastics products. In order to take advantage of such new product and market opportunities to expand its business and increase its revenues, NTIC may decide to finance such opportunities by borrowing under its revolving line of credit or raising additional financing through the issuance of debt or equity securities. There is no assurance that any financing transaction will be available on terms acceptable to NTIC or at all, or that any financing transaction will not be dilutive to NTIC's current stockholders.

NTIC traditionally has used the cash generated from its operations, distributions of earnings and fees for services provided to its joint ventures to fund NTIC's new technology investments and capital contributions to new and existing joint ventures. NTIC's joint ventures traditionally have operated with little or no debt and have been self-financed with minimal initial capital investment and minimal additional capital investment from their respective owners. Therefore, NTIC believes it is not likely that there exists any exposure to debt by NTIC's joint ventures that could materially impact their respective operations and/or liquidity.

Uses of Cash and Cash Flows. Net cash used in operating activities during the six months ended February 29, 2012 was $2,790,007 which resulted principally from NTIC's equity in income from joint ventures and increases in receivables, inventories and prepaid expenses and a decrease in accounts payables, accrued liabilities and income taxes payable, partially offset by NTIC's net income, depreciation and amortization. Cash flows used in operations for the six months ended February 28, 2011 was $2,416,393, which resulted principally from NTIC's equity in income from joint ventures and increases in receivables, inventories and prepaid expenses and a decrease in accounts payables, partially offset by NTIC's net income and increases in income taxes payable and accrued liabilities.

NTIC's cash flows from operations are impacted by significant changes in certain components of NTIC's working capital, including inventory turnover and changes in receivables. NTIC considers internal and external factors when assessing the use of its available working capital, specifically when determining inventory levels and credit terms of customers. Key internal factors include existing inventory levels, stock reorder points, customer forecasts and customer requested payment terms, and key external factors include the availability of primary raw materials and sub-contractor production lead times. NTIC's typical contractual terms for trade receivables excluding joint ventures are traditionally 30 days and for trade receivables from its joint ventures are 90 days. Before extending unsecured credit to customers, excluding NTIC's joint ventures, NTIC reviews customers' credit histories and will establish an allowance for uncollectible accounts based upon factors surrounding the credit risk of specific customers and other information. Accounts receivable over 30 days are considered past due for most customers. NTIC does not accrue interest on past due accounts receivable. If accounts receivables in excess of the provided allowance are determined uncollectible, they are charged to selling expense in the period that determination is made. Accounts receivable are deemed uncollectible based on NTIC exhausting reasonable efforts to collect. NTIC's typical contractual terms for receivables for services provided to its joint ventures are 90 days. NTIC records receivables for services provided to its joint ventures on an accrual basis, unless circumstances exist that make the collection of the balance uncertain in which case the fee income will be recorded on a cash basis until there is consistency in payments. This determination is handled on a case by case basis.

NTIC experienced a slight increase in receivables and inventory as of February 29, 2012 compared to August 31, 2011 due to the increase in net sales and a desire to stock more products to shorten lead times and anticipate customer demand. Trade receivables excluding joint ventures as of February 29, 2012 increased $231,537 compared to August 31, 2011, primarily related to the increase in NTIC's net sales.

Outstanding trade receivables excluding joint ventures balances as of February 29, 2012 increased 11 days to an average of 61 days from balances outstanding from these customers as of August 31, 2011.

Outstanding trade receivables from joint ventures as of February 29, 2012 decreased $316,174 compared to August 31, 2011, primarily due to the timing of payments, which resulted in an increase of outstanding balances from trade receivables from joint ventures as of February 29, 2012 of 34 days from an average of 123 days from balances outstanding from these customers compared to August 31, 2011. The significant average days outstanding of trade receivables from joint ventures as of February 29, 2012 were primarily due to the current receivable balance at NTIC's joint venture in India. NTIC has made separate arrangements for payments on product that NTIC's joint venture in India has purchased from NTIC until the product is sold.

Outstanding services fees receivable from joint ventures as of February 29, 2012 decreased $164,795 compared to August 31, 2011, primarily resulting from an extension of terms mostly associated with NTIC's joint venture in India which resulted in an increase of 20 days of fees receivable outstanding as of February 29, 2012 to an average of 138 days compared to August 31, 2011.

Net cash provided by investing activities for the six months ended February 29, 2012 was $2,870,470 which was comprised of dividends received from joint ventures partially offset by additions to property and equipment and additions to patents. Net cash used in investing activities for the six months ended February 28, 2011 was $2,092,028 which was comprised of dividends received from joint ventures and proceeds from sale of property and equipment partially offset by additions to property and equipment, additions to patents and investments in joint ventures.

Net cash used in financing activities for the six months ended February 29, 2012 was $605, which resulted from proceeds from option exercises and NTIC's employee stock purchase plan, partially offset by principal payments on the bank loan for NTIC's corporate headquarters buildings. Net cash provided by financing activities for the six months ended February 28, 2011 was $403,009, which resulted from proceeds from option exercises and NTIC's employee stock purchase plan, partially offset by principal payments on the bank loan for NTIC's corporate headquarters buildings.

Capital Expenditures and Commitments. NTIC had no material lease or other material capital commitments as of February 29, 2012, except a lease agreement entered into by NTI Facilities, Inc., a subsidiary of NTIC, for 16,994 square feet of office, manufacturing, laboratory and warehouse space in Beachwood, Ohio, requiring monthly payments of $17,500, which are adjusted annually according to the annual consumer price index, through November 2014.

NTIC spent approximately $80,698 on capital expenditures during the six months ended February 29, 2012 and expects to spend an aggregate of approximately $1,200,000 on capital expenditures during fiscal 2012. Such anticipated capital expenditures for fiscal 2012 relate primarily to the expansion of its laboratory facilities in Circle Pines, Minnesota and the purchase of new equipment.

Off-Balance Sheet Arrangements

NTIC does not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet financial arrangements. As such, NTIC is not materially exposed to any financing, liquidity, market or credit risk that could arise if NTIC had engaged in such arrangements.

Inflation and Seasonality

Inflation in the U.S. and abroad historically has had little effect on NTIC. NTIC's business has not historically been seasonal.

Market Risk

NTIC is exposed to some market risk stemming from changes in foreign currency exchange rates, commodity prices and interest rates.

Because the functional currency of NTIC's foreign operations and investments in its foreign joint ventures is the applicable local currency, NTIC is exposed to foreign currency exchange rate risk arising from transactions in the normal course of business. NTIC's principal exchange rate exposure is with the Euro, the Japanese yen, Indian Rupee, Chinese yuan, Korean won and the English pound against the U.S. dollar. NTIC's fees for services provided to joint ventures and dividend distributions from these foreign entities are paid in foreign currencies and thus fluctuations in foreign currency exchange rates could result in declines in NTIC's reported net income. Since NTIC's investments in its joint ventures are accounted for using the equity method, any changes in foreign currency exchange rates would be reflected as a foreign currency translation adjustment and would not change NTIC's equity in income of joint ventures reflected in its consolidated statements of income. NTIC does not hedge against its foreign currency exchange rate risk.

Some raw materials used in NTIC's products are exposed to commodity price changes. The primary commodity price exposures are with a variety of plastic resins.

At the option of NTIC, outstanding advances under NTIC's $3,000,000 revolving line of credit with PNC Bank bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by NTIC or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate, and thus may subject NTIC to some market risk on interest rates. As of February 29, 2012, NTIC had no borrowings under the line of credit.

Critical Accounting Policies and Estimates

There have been no material changes to NTIC's critical accounting policies and estimates from the information provided in "Part II. Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies", included in NTIC's annual report on Form 10-K for the fiscal year ended August 31, 2011.

Forward-Looking Statements

This quarterly report on Form 10-Q contains not only historical information, but also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and are subject to the safe harbor created by those sections. In addition, NTIC or others on NTIC's behalf may make forward-looking statements from time to time in oral presentations, including telephone conferences and/or web casts open to the public, in press releases or reports, on NTIC's Internet web site or otherwise. All statements other than statements of historical facts included in this report or expressed by NTIC orally from time to time that address activities, events or developments that NTIC expects, believes or anticipates will or may occur in the future are forward-looking statements including, in particular, the statements about NTIC's plans, objectives, strategies, the outcome of contingencies such as legal proceedings, and prospects regarding, among other things, NTIC's financial condition, results of operations and business. NTIC has identified some of these forward-looking statements in this report with words like "believe," "may," "could," "would," "might," "forecast," "possible," "potential," "project," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate," "approximate" "outlook" or "continue" or the negative of these words or other words and terms of similar meaning. The use of future dates is also an indication of a forward-looking statement. Forward-looking statements may be contained in the notes to NTIC's consolidated financial statements and elsewhere in this report, including under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Forward-looking statements are based on current expectations about future events affecting NTIC and are subject to uncertainties and factors that affect all businesses operating in a global market as well as matters specific to NTIC. These uncertainties and factors are difficult to predict and many of them are beyond NTIC's control. The following are some of the uncertainties and factors known to us that could cause NTIC's actual results to differ materially from what NTIC has anticipated in its forward-looking statements:

- The effect of current worldwide economic conditions, the European sovereign debt crisis and turmoil and disruption in the global credit and financial markets on NTIC's business;

- The health of the U.S. automotive industry on NTIC's business;

- NTIC’s dependence on the success of its joint ventures and fees and dividend distributions that NTIC receives from them;

- NTIC’s relationships with its joint ventures and its ability to maintain those relationships, especially in light of anticipated succession planning issues;

- The variability in NTIC’s equity income of joint ventures, which in turn, subjects NTIC’s earnings to quarterly fluctuations;

- Risks associated with NTIC’s international operations and exposure to fluctuations in foreign currency exchange rates and import duties and taxes;

- Fluctuations in the cost and availability of raw materials, including resins and other commodities;

- The success of and risks associated with NTIC’s emerging new businesses and products and services, including in particular NTIC’s ability and the ability of NTIC’s joint ventures to sell ZERUST® products and services into oil and gas industry and Natur-Tec® products and the often lengthy and extensive sales process involved in selling such products and services;

- NTIC’s ability to introduce new products and services that respond to changing market conditions and customer demand;

- Market acceptance of NTIC’s existing and new products, especially in light of existing and new competitive products;

- Maturation of certain existing markets for NTIC’s ZERUST® products and services and NTIC’s ability to grow market share and succeed in penetrating other existing and new markets;

- Increased competition, especially with respect to NTIC’s ZERUST® products and services, and the effect of such competition on NTIC’s and its joint ventures’ pricing, net sales and margins;

- NTIC’s reliance upon and its relationships with its distributors, independent sales representatives and joint ventures;

- NTIC’s reliance upon suppliers, including in particular its single supply source for its base bioplastics resins;

- The costs and effects of complying with laws and regulations and changes in tax, fiscal, government and other regulatory policies, including rules relating to environmental, health and safety matters;

- The transition the manufacturing of certain select ZERUST® rust and corrosion inhibiting products in house at NTIC’s corporate headquarters location in Circle Pines, Minnesota;

- Unforeseen product quality or other problems in the development, production and usage of new and existing products;

- Loss of or changes in executive management or key employees;

- Ability of management to manage around unplanned events;

- NTIC's reliance on its intellectual property rights and the absence of infringement of the intellectual property rights of others;

- Fluctuations in NTIC's effective tax rate; and

- NTIC's reliance upon its management information systems.

For more information regarding these and other uncertainties and factors that could cause NTIC's actual results to differ materially from what NTIC has anticipated in its forward-looking statements or otherwise could materially adversely affect its business, financial condition or operating results, see NTIC's annual report on Form 10-K for the fiscal year ended August 31, 2011 under the heading "Part I. Item 1A. Risk Factors."

All forward-looking statements included in this report are expressly qualified in their entirety by the foregoing cautionary statements. NTIC wishes to caution readers not to place undue reliance on any forward-looking statement that speaks only as of the date made and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the uncertainties and factors described above, as well as others that NTIC may consider immaterial or does not anticipate at this time. Although NTIC believes that the expectations reflected in its forward-looking statements are reasonable, NTIC does not know whether its expectations will prove correct. NTIC's expectations reflected in its forward-looking statements can be affected by inaccurate assumptions NTIC might make or by known or unknown uncertainties and factors, including those described above. The risks and uncertainties described above are not exclusive and further information concerning NTIC and its business, including factors that potentially could materially affect its financial results or condition, may emerge from time to time. NTIC assumes no obligation to update, amend or clarify forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. NTIC advises you, however, to consult any further disclosures NTIC makes on related subjects in its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K NTIC files with or furnishes to the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This Item 3 is inapplicable to NTIC as a smaller reporting company and has been omitted pursuant to Item 305(e) of SEC Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

NTIC maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed by NTIC in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to NTIC's management, including NTIC's principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. NTIC's management evaluated, with the participation of its Chief Executive Officer and its Chief Financial Officer, the effectiveness of the design and operation of NTIC's disclosure controls and procedures as of the end of the period covered in this report. Based on that evaluation, NTIC's Chief Executive Officer and Chief Financial Officer concluded that NTIC's disclosure controls and procedures were effective as of the end of such period to provide reasonable assurance that information required to be disclosed in the reports that NTIC files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to NTIC's management, including NTIC's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in NTIC's internal control over financial reporting that occurred during the quarter ended February 29, 2012 that has materially affected, or is reasonably likely to materially affect NTIC's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Not applicable.

ITEM 1A. RISK FACTORS

This Item 1A is inapplicable to NTIC as a smaller reporting company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Equity Securities

During the three months ended February 29, 2012, NTIC did not issue any shares of its common stock or other equity securities of NTIC that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

During the three months ended February 29, 2012, NTIC did not purchase any shares of its common stock or other equity securities of NTIC.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

The following exhibits are being filed or furnished with this quarterly report on Form 10-Q:

Exhibit No.	Description
10.1	Waiver and First Amendment to Loan Documents dated as of January 10, 2012 between Northern Technologies International Corporation and PNC Bank, National Association (incorporated by reference to Exhibit 10.6 to NTIC's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2011 (File No. 001-11038))
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101	The following materials from Northern Technologies International Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended February 29, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the unaudited Consolidated Balance Sheets, (ii) the unaudited Consolidated Statements of Operations, (iii) the unaudited Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Financial Statements (furnished herewith)*

* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this quarterly report on Form 10-Q shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under Section 11 or 12 of the Securities Act of 1933, as amended, or otherwise subject to the liability of those sections, except as shall be expressly set forth by specific reference in such filings.

SIGNATURES

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 thereunto duly authorized.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

Date: April 12, 2012	Matthew C. Wolsfeld, CPA Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized to Sign on Behalf of the Registrant)

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
QUARTERLY REPORT ON FORM 10-Q

EXHIBIT INDEX

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31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
101	The following materials from Northern Technologies International Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended February 29, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the unaudited Consolidated Balance Sheets, (ii) the unaudited Consolidated Statements of Operations, (iii) the unaudited Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Financial Statements*	Furnished herewith

* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this quarterly report on Form 10-Q shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under Section 11 or 12 of the Securities Act of 1933, as amended, or otherwise subject to the liability of those sections, except as shall be expressly set forth by specific reference in such filings.

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, G. Patrick Lynch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Technologies International Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and:

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Patrick Lynch

Date: April 12, 2012

G. Patrick Lynch
President and Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Matthew C. Wolsfeld, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Technologies International Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have::

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and:

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: April 12, 2012

Matthew C. Wolsfeld, CPA
Chief Financial Officer and Corporate Secretary
(principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Northern Technologies International Corporation (the “Company”) on Form 10-Q for the period ending February 29, 2012 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, G. Patrick Lynch, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Patrick Lynch

G. Patrick. Lynch
President and Chief Executive Officer
(principal executive officer)

Circle Pines, Minnesota
April 12, 2012

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Northern Technologies International Corporation (the “Company”) on Form 10-Q for the period ending February 29, 2012 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Matthew C. Wolsfeld, Chief Financial Officer and Corporate Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Matthew C. Wolsfeld, CPA
Chief Financial Officer and Corporate Secretary
(principal financial officer)

Circle Pines, Minnesota
April 12, 2012