

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
September 12, 2005

**NORTHERN TECHNOLOGIES INTERNATIONAL
CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-11038
(Commission File Number)

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

6680 N. Highway 49
Lino Lakes, MN
(Address of Principal Executive Offices)

55014
(Zip Code)

(651) 784-1250
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 1 – Registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement

On September 12, 2005, the Compensation Committee approved base salary increases for the executive officers of Northern Technologies International Corporation to be effective as of September 5, 2005. The fiscal 2006 base salaries for NTIC’s executive officers are as set forth in the table below.

<u>Name</u>	<u>Title</u>	<u>Fiscal 2006 Base Salary</u>
G. Patrick Lynch	President	\$ 180,000
Donald A. Kubik	Vice Chairman, Chief Technology Officer	\$ 160,000
Matthew W. Wolsfeld	Chief Financial Officer	\$ 135,000

These salary increases were set forth in resolutions approved by the Compensation Committee and are not otherwise set forth in any written agreements between NTIC and the executive officers.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHERN TECHNOLOGIES INTERNATIONAL
CORPORATION**



By:

Matthew C. Wolsfeld
Chief Financial Officer

Dated: September 12, 2005