

As filed with the Securities and Exchange Commission on February 24, 2000

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

STRATTEC SECURITY CORPORATION  
(Exact name of registrant as specified in its charter)

WISCONSIN 39-1804239  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

3333 West Good Hope Road 53209  
Milwaukee, Wisconsin (ZIP Code)  
(Address of principal executive offices)

STRATTEC SECURITY CORPORATION  
STOCK INCENTIVE PLAN  
(Full title of the plan)

Copy to:  
PATRICK J. HANSEN JAMES M. BEDORE, ESQ.  
Vice President, Chief Financial Reinhardt, Boerner, Van Deuren,  
Officer, Treasurer and Secretary Norris & Rieselbach, s.c.  
STRATTEC SECURITY CORPORATION 1000 North Water Street  
3333 West Good Hope Road Milwaukee, Wisconsin 53202  
Milwaukee, Wisconsin 53209  
(Name and address of agent for service)

414-247-3333  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Proposed Maximum Amount to be Registered	Maximum Aggregate Offering Price Per Share	Amount of Offering Price (1)	Registration Fee
Common Stock, .01 par value . . .	411,082 shares	\$ 33.06 (1) (2)	\$ 13,590,371	\$ 3,588

<FN>

(1) For the purpose of computing the registration fee, STRATTEC SECURITY CORPORATION (the "Registrant") has used \$33.06 as the average of the high and low prices of the Common Stock as reported on February 23, 2000 on the Nasdaq National Market for the offering price per share, in accordance with Rule 457(h).

(2) The actual offering price will be determined in accordance with the terms of the Plan.

Item 3. Incorporation of Documents by Reference.  
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This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the STRATTEC SECURITY CORPORATION Stock Incentive Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statement on Form S-8 (Registration No. 333-4300) effective April 29, 1996 are incorporated by reference and made a part hereof.

Item 8. Exhibits.  
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- 4.1 Amended and Restated Articles of Incorporation of the Registrant.
- 4.2 By-Laws of the Registrant.
- 4.3 Rights Agreement, dated as of February 6, 1996, between the Registrant and Firststar Trust Company, as Rights Agent, which includes the Form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B.
- 5 Opinion of Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c. as to the legality of the stock being registered.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c. (included in Exhibit 5).
- 24 Power of Attorney.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on February 24, 2000.

STRATTEC SECURITY CORPORATION  
(Registrant)

By /s/ Harold M. Stratton II  
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Harold M. Stratton II  
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Harold M. Stratton II and John G. Cahill, and each of them, as true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE

TITLE

DATE

/s/ Harold M. Stratton II ----- Harold M. Stratton II	Chairman, Chief Executive Officer, and Director (Principal Executive Officer)	February 24, 2000
/s/ John G. Cahill ----- John G. Cahill	President, Chief Operating Officer and Director	February 24, 2000
/s/ Patrick J. Hansen ----- Patrick J. Hansen	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	February 24, 2000
/s/ Frank J. Krejci ----- Frank J. Krejci	Director	February 24, 2000
/s/ Michael J. Koss ----- Michael J. Koss	Director	February 24, 2000
/s/ Robert Feitler ----- Robert Feitler	Director	February 24, 2000

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STRATTEC SECURITY CORPORATION  
(THE "REGISTRANT")  
(COMMISSION FILE NO. 0-25150)

EXHIBIT INDEX  
TO  
FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH
4.1	Amended and Restated Articles of Incorporation of the Registrant	Appendix B to the Registrant's Information Statement annexed to, and filed as Exhibit 2.1 to, the Registrant's Form 10/A Amendment No. 2 to Registration Statement dated February 6, 1995	
4.2	By-Laws of the Registrant	Appendix C to the Registrant's Information Statement annexed to, and filed as Exhibit 2.1 to, the Registrant's Form 10/A Amendment No. 2 to Registration Statement dated February 6, 1995	
4.3	Rights Agreement dated as of February 6, 1995, between the Registrant and Firststar Trust Company, as Rights Agent which includes the Form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B	Exhibit 4.1 to the Registrant's Form 10/A Amendment No. 2 to Registration Statement dated February 6, 1995	
5	Opinion of Counsel		X
23.1	Consent of Arthur Andersen LLP		X
23.2	Consent of Counsel		Contained in Opinion filed as Exhibit 5
24	Powers of Attorney	Signature Page to Registration Statement	



EXHIBIT 5

February 24, 2000

STRATTEC SECURITY CORPORATION  
3333 West Good Hope Road  
Milwaukee, Wisconsin 53209

Gentlemen:

We are providing this opinion in connection with the Registration Statement of STRATTEC SECURITY CORPORATION, a Wisconsin corporation (the "Company"), on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by the Company of up to 1,200,000 shares of Company common stock, \$.01 par value per share (the "Shares"), pursuant to the provisions of the STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan").

We have examined (i) the Registration Statement, (ii) the Company's Amended and Restated Articles of Incorporation and By-Laws, as amended to date, (iii) the Plan, (iv) the corporate proceedings relating to the adoption of the Plan, the issuance of the Shares and the organization of the Company, and (v) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that:

1. The Company is a corporation validly existing under the laws of the State of Wisconsin and, based solely on a certificate of the Department of Financial Institutions of the State of Wisconsin (the "DFI"); (a) has filed with the DFI during its most recently completed report year the required annual report; (b) is not the subject of a proceeding under Wisconsin Statutes section 180.1421 to cause its administrative dissolution; (c) no determination has been made by the DFI that grounds exist for such action; (d) no filing has been made with the DFI of a decree of dissolution with respect to the Company; and (e) Articles of Dissolution of the Company have not been filed with the DFI.

2. The Shares, when issued as and for the consideration contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and

non-assessable by the Company, subject to the personal liability which may be imposed on shareholders by Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts owing to employees for services performed, but not exceeding six months service in any one case.

We consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Act, or that we come within the category of persons whose consent is required by Section 7 of the Act.

Yours very truly,

REINHART, BOERNER, VAN DEUREN,  
NORRIS & RIESELBACH, s.c.

BY /s/ James M. Bedore

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James M. Bedore

EXHIBIT 23.1

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated July 29, 1999 included (or incorporated by reference) in the STRATTEC SECURITY CORPORATION Form 10-K for the year ended June 27, 1999, and to all references to our firm included in this Registration Statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin  
February 22, 2000