

As filed with the Securities and Exchange Commission on February 14, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**STRATTEC SECURITY CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin

(State of Incorporation)

39-1804239

I.R.S. Employer I.D. No.

3333 West Good Hope Road
Milwaukee, Wisconsin

(Address of Principal Executive Offices)

53209

(Zip Code)

AMENDED AND RESTATED STRATTEC SECURITY CORPORATION STOCK INCENTIVE PLAN

(Full title of the plan)

Patrick J. Hansen

Senior Vice President, Chief Financial Officer, Treasurer and Secretary

STRATTEC SECURITY CORPORATION

3333 West Good Hope Road

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	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price (3)	Amount of fee
Common Stock, \$0.01 par value per share	100,000 shares (1)	\$45.83 (2)(3)	\$4,583,000 (2)(3)	\$490.38 (2)(3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that become issuable under the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of any consideration by STRATTEC SECURITY CORPORATION (the "Registrant") and results in any increase in the number of shares of the Registrant's Common Stock outstanding.

- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. In accordance with Rules 457(c) and 457(h), the computation is based on the average of the high and low prices of the Common Stock as reported on The NASDAQ Stock Market on February 12, 2007.
- (3) The actual offering price will be determined in accordance with the terms of the Plan.

[Cover page 2 of 2 pages]

PART II - INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the Amended and Restated 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 Statements on Form S-8 (Registration Nos. 333-4300, 333-31002 and 333-103219) effective April 29, 1996, February 24, 2000 and February 14, 2003 are incorporated by reference and made a part hereof.

Item 8. Exhibits.

See Exhibit Index.

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 14, 2007.

STRATTEC SECURITY CORPORATION

BY /s/ Harold M. Stratton II
Harold M. Stratton II, Chairman, President and
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Harold M. Stratton II and Patrick J. Hansen, and each of them individually, his 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 said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and 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 either 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Harold M. Stratton II</u> Harold M. Stratton II	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2007
<u>/s/ Patrick J. Hansen</u> Patrick J. Hansen	Senior Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	February 13, 2007
<u>/s/ Frank J. Krejci</u> Frank J. Krejci	Director	February 13, 2007
<u>/s/ Michael J. Koss</u> Michael J. Koss	Director	February 13, 2007
<u>/s/ Robert Feitler</u> Robert Feitler	Director	February 13, 2007
<u>/s/ David R. Zimmer</u> David R. Zimmer	Director	February 13, 2007

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1(1)	Amended and Restated Articles of Incorporation of the Company
4.2(2)	By-Laws of the Company
4.3(3)	Promissory note dated as of November 1, 2006 by and between the Company and M&I Bank
5.1	Opinion of Reinhart Boerner Van Deuren s.c. as to the legality of the common stock being registered.
23.1	Consent of Grant Thornton LLP
24	Power of Attorney*

* Incorporated by reference to the signature page of this Registration Statement.

- (1) Incorporated by reference from Amendment No. 2 to the Form 10 filed on February 6, 1995.
- (2) Incorporated by reference from the Form 8-K filed on October 7, 2005.
- (3) Incorporated by reference from the December 31, 2006 Form 10-Q filed on February 1, 2007.

REINHART BOERNER VAN DEUREN s.c.
1000 North Water Street
Milwaukee, WI 53202

February 14, 2007

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

Gentlemen:

Re: Registration Statement on Form S-8

We have acted as counsel for STRATTEC SECURITY CORPORATION, a Wisconsin corporation (the "Company"), in connection with the Company's offering to certain participants of up to 100,000 shares (the "Shares") of its \$0.01 par value common stock pursuant to the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan (the "Plan").

In such capacity, we have examined, among other documents, the Amended and Restated Articles of Incorporation and By-Laws of the Company and the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof or shortly hereafter (the "Registration Statement"), to effect the registration of the Shares under the Securities Act of 1933, as amended (the "Act"). In making our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified or photostatic copies and the capacity of each party executing a document to so execute such document.

Based upon the foregoing, and upon such further examination as we have deemed relevant and necessary, we are of the opinion that the Shares have been legally and validly authorized under the Amended and Restated Articles of Incorporation of the Company and the laws of the State of Wisconsin and, when issued and delivered and as provided under applicable Wisconsin law, the Registration Statement and the Company's Amended and Restated Articles of Incorporation and By-Laws, will be validly issued and outstanding and fully paid and nonassessable, except as set forth in section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as interpreted, which provides that shareholders of the Company may be personally liable in an amount equal to the par value of their shares for all debts owing to employees of the Company for services performed for the Company, but not to exceed six months' service in any one case.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

We hereby consent to the use of our name wherever it appears in the Registration Statement and to the filing of a copy of this opinion as an exhibit thereto. In giving our consent, we do not admit that we are "experts" within the meaning of section 11 of the Act or within the category of persons whose consent is required by section 7 of the Act.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY /s/ James M. Bedore
James M. Bedore

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of STRATTEC SECURITY CORPORATION (the "Company") on Form S-8, relating to the Amended and Restated STRATTEC SECURITY CORPORATION Stock Incentive Plan, of our reports dated August 22, 2006, on the consolidated financial statements of the Company, management's assessment of internal control over financial reporting and the effectiveness of internal control over financial reporting as of July 2, 2006, which appear in the annual report on Form 10-K for the year ended July 2, 2006.

/s/ Grant Thornton LLP

GRANT THORNTON LLP
Milwaukee, Wisconsin
February 12, 2007